

Hello Lynn

5/015/0091
cc: Wayne

These are the last Discovery
we could get from the Powells

So I have had to get the
Rest. Gerald B. Powell Still
Plans on mining on the
Placer Claims and Steven
Powell Refuses to give us
his Address. We Tried to

Get it For you.
(435-528-3811 home) (Cell 801-602-7048)

51015/0091
cc: Wayne

Rec'd
Feb 15, 2011
DOGM

DANA M. FACEMYER #7714
2155 N. Freedom Blvd.
Provo, Utah 84604
Telephone: (801) 235-9400
ATTORNEY FOR DEFENDANT, GERALD B. POWELL

IN THE SEVENTH JUDICIAL DISTRICT COURT
IN AND FOR EMERY COUNTY, STATE OF UTAH

ROBERT JENSEN, an individual, CHERYL
JENSEN, an individual; ROBERT JENSEN
and CHERYL JENSEN, suing derivatively on
behalf of DESERT LAKE MINERALS,

Plaintiffs,

vs.

GERALD B. POWELL (aka BRAD
POWELL), an individual; GREG POWELL,
an individual; STEVEN POWELL, an
individual; PATRICK BRADFORD
POWELL, an individual; BRADCO
MINERALS INCORPORATED, a Utah
corporation; GERALD B. POWELL dba
BRADCO MINERALS ALIVE RESEARCH;
YELLOW CAT URANIUM, LLC, dba
YELLOW CAT URANIUM; DANIEL LEE
POWELL, an individual

Defendants.

CERTIFICATE OF MAILING

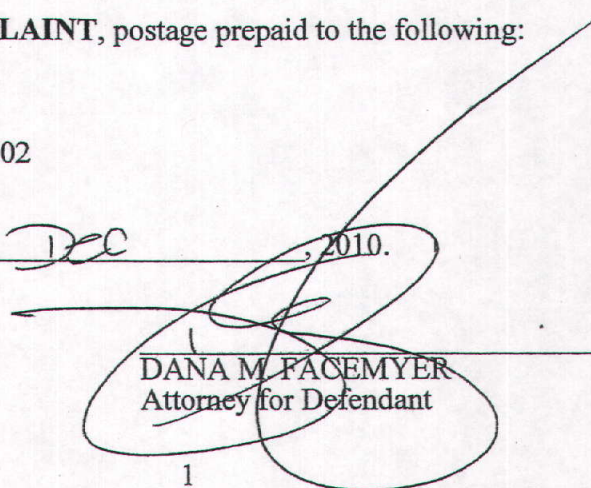
Case No: 060700045

Judge: Thomas

I hereby certify that on the 20 day of Dec, 2010, I caused to be mailed a
true and correct copy of the **DEFENDANT, GERALD B. POWELL'S ANSWER TO**
AMENDED VERIFIED COMPLAINT, postage prepaid to the following:

Steven M. Kelly
KELLY & BRAMWELL, P.C.
11576 South State Street, Bldg 1002
Draper, UT 84020

Dated this 20 day of Dec, 2010.


DANA M. FACEMYER
Attorney for Defendant

DANA M. FACEMYER #7714
2155 N. Freedom Blvd.
Provo, Utah 84604
Telephone: (801) 235-9400

ATTORNEY FOR DEFENDANT, GERALD B. POWELL

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YELLOW CAT URANIUM, LLC, dba
YELLOW CAT URANIUM; DANIEL LEE
POWELL, an individual

Defendants.

ANSWER TO PLAINTIFF'S FIFTH
SET OF INTERROGATORIES AND
REQUEST FOR PRODUCTION OF
DOCUMENTS

Case No: 060700045

Judge: Thomas

COMES NOW the Defendant Gerald B.Powell (aka Brad Powell), and provides the
following answers to the Plaintiff's Fifth Set of Interrogatories and Request for Production of
Documents:

INTERROGATORIES

INTERROGATORY NO. 1: List the name, address and telephone number of
each person, including expert witnesses, who you will or might call as witness at trial.

ANSWER:

NAME	ADDRESS	TELEPHONE
Randy Thayn	PO Box 224 Wellington, UT 84542	(435) 637-4516
James Baker	1640 East 440 South, Price, UT 84501	(435) 637-6135
Joe Powell	220 West 400 South, Price, UT 84501	(937) 269-9670
Dan L. Powell	148 South 100 East, Spanish Fork, UT 84660	(801) 794-3249
Steve Powell	PO Box 253, Castle Dale, UT 84513	(970) 497-08
Patrick Powell	295 North Carbon Ave, Price, UT 84501	(435) 650-4594
Kevin Powell	595 North Cottonwood Rd, Price, UT 84501	(435) 749-0759
Gregg Powell	265 East Main Street, Cleveland, UT 84518	(435) 653-2679
Ross Wilberg	PO Box 1057 Castle Dale, UT 84513	(435) 630-1031
Kerwin Jensen	865 North State Rd 155, Cleveland, UT 84518	(435) 653-2233
Ray Hunt	2786 Ridge View Dr., Santa Clara, UT 84765	(435) 673-6315
Royal Ockey	35 South 300 West, Orangeville, UT 84537	(435) 748-2299
Jerald Shade	PO Box 824 Wellington, UT 84542	(435) 609-6723
Bryant Anderson	460 North Center St., Castle Dale, UT 84513	(435) 381-2372
Tyrone Powell	4714 West 8580 South, West Jordan, UT 84088	(801) 280-4737
Ryan Winn	220 South 400 West, Ferron, UT 84527	(435) 384-3155
Easton Powell	551 South 500 West, Orangeville, UT 84537	(435) 748-2331
Emery County	Mark Page, Alan Thorpe, Mac Huntington,	
Zoning People:	Bryan Anderson	

INTERROGATORY NO. 2:

For each person named in answer to Interrogatory

No. 1, state, in detail, the substance of the testimony you will or may seek to elicit from each such person at trial.

ANSWER:

NAME	TESTIMONY
Randy Thayn	Possible investor
James Baker	Has information with regards to Robert Jensen
Joe Powell	General aspects of the case
Dan L. Powell	General aspects of the case
Steve Powell	Sales of Product and general aspects of the case
Patrick Powell	General aspects of the case
Kevin Powell	General aspects of the case
Gregg Powell	General aspects of the case
Ross Wilberg	Customer
Kerwin Jensen	Possible customer
Ray Hunt	Possible customer
Royal Ockey	Transportation equipment
Jerald Shade	Consulted regarding electrical, mechanical
Bryant Anderson	Emery County Permitting and Zoning
Tyrone Powell	General aspects of the case
Ryan Winn	Possible Customer
Easton Powell	General aspects of the case

INTERROGATORY NO. 3: Identify each and every person you believe has discoverable information regarding the Petitioner's claims or Respondent's counter-claims and provide the following for each such person: His or her name, telephone number, and address; A description of his or her relationship to you; and A description of the knowledge he or she is expected to have.

ANSWER: See below, addresses and telephone numbers in Answer to Interrogatory No.

1.

NAME	RELATIONSHIP	KNOWLEDGE
Randy Thayn	Business Associate	Possible investor
James Baker	Business Associate	Has information with regards to Robert Jensen
Joe Powell	Brother	General aspects of the case
Dan L. Powell	Brother	General aspects of the case
Steve Powell	Cousin	Sales of Product and general aspects of the case
Patrick Powell	Son	General aspects of the case
Kevin Powell	Son's friend	General aspects of the case
Gregg Powell	Cousin	General aspects of the case
Ross Wilberg	DLM Customer	Customer
Kerwin Jensen	Possible Customer	Possible customer
Ray Hunt	Brother in Law and possible investor	Possible customer
Royal Ockey	Transporter of equipment	Transportation equipment
Jerald Shade	Business Associate	Consulted regarding electrical, mechanical
Bryant Anderson	County Planning and Development	Emery County Permitting and Zoning
Tyrone Powell	Brother	General aspects of the case
Ryan Winn	Possible Customer	Possible Customer
Easton Powell	Son	General aspects of the case

INTERROGATORY NO. 4: Identify any and all payments made by you to Desert Lake Minerals, LLC (hereinafter "DLM") or made by you on behalf of DLM from September 1999 until the present. For each such payment provide the following: (i) date of the payment; (ii) amount of the payment; (iii) the form of payment; (iv) the purpose of payment; and (v) the recipient of payment.

ANSWER:

(i) Date	(ii) Amount	(iii) Form	(iv) Purpose	(v) Recipient
12/6/1999	\$400.00	Transfer	payment of LLC debts	See attached document
2/4/2000	\$100.00	Deposit	payment of LLC expenses	See attached document
2/18/2000	\$100.00	Deposit	payment of LLC expenses	See attached document
3/3/2000	\$600.00	Deposit	payment of LLC expenses	See attached document
3/10/2000	\$166.62	Ck #109	Property Taxes for 1999	Emery County
3/31/2000	\$100.00	Deposit	payment of LLC expenses	See attached document
4/14/2000	\$200.00	Deposit	payment of LLC expenses	See attached document
4/25/2000	\$1,500.00	Deposit	payment of LLC expenses	See attached document
4/27/2000	\$2,000.00	Deposit	payment of LLC expenses	See attached document
5/12/2000	\$800.00	Deposit	payment of LLC expenses	See attached document
5/30/2000	\$300.00	Deposit	payment of LLC expenses	See attached document
6/13/2000	\$200.00	Deposit	payment of LLC expenses	See attached document
6/19/2000	\$1,000.00	Transfer	payment of LLC expenses	See attached document
6/23/2000	\$300.00	Deposit	payment of LLC expenses	See attached document
7/21/2000	\$200.00	Deposit	payment of LLC expenses	See attached document
11/22/2000	\$158.56	Ck #4130	Property Taxes for 2000	Emery County
12/14/2000	\$100.00	Transfer	payment of LLC expenses	See attached document
12/22/2000	\$100.00	Deposit	payment of LLC expenses	See attached document
1/2/2001	\$200.00	Deposit	payment of LLC expenses	See attached document
1/19/2001	\$200.00	Deposit	payment of LLC expenses	See attached document
2/16/2001	\$200.00	Deposit	payment of LLC expenses	See attached document
3/28/2001	\$1,000.00	Deposit	payment of LLC expenses	See attached document
4/3/2001	\$2,000.00	Deposit	payment of LLC expenses	See attached document
6/8/2001	\$500.00	Deposit	payment of LLC expenses	See attached document

7/20/2001	\$277.58	Deposit	payment of LLC expenses	See attached document
08/05/2001	\$161.52	Ck#231	Property Taxes for 2001	See attached document
8/30/2001	\$200.00	Deposit	payment of LLC expenses	See attached document
9/14/2001	\$100.00	Deposit	payment of LLC expenses	See attached document
9/24/2001	\$200.00	Deposit	payment of LLC expenses	See attached document
9/28/2001	\$500.00	Deposit	payment of LLC expenses	See attached document
06/21/2002	\$717.01	Deposit	payment of LLC expenses	See attached document
1/2/2003	\$590.00	Deposit	payment of LLC expenses	See attached document
1/3/2003	\$700.00	Deposit	payment of LLC expenses	See attached document
2/28/2003	\$1,140.00	Deposit	payment of LLC expense	See attached document
03/12/2004	\$2,000.00	Transfer	payment of LLC expenses	See attached document
04/27/2004	\$600.00	Deposit	payment of LLC expenses	See attached document
07/13/2004	\$700.00	Transfer	payment of LLC expenses	See attached document
03/16/2005	\$700.00	Deposit	payment of LLC expenses	See attached document
07/15/2005	\$1,400.00	Deposit	payment of LLC expenses	See attached document
07/19/2005	\$166.10	Ck#6443	Property Taxes for 2004	Emery County
11/2005	\$144.90	Ck #	Property Taxes for 2005	Emery County
06/01/2006	\$5,000.00	Cashier's	Attorney Fees	Joanne Pappas White
		Check		
04/04/2007	\$4.75	Ck#7036	Legal - copies	7 th District Court
06/04/2007	\$5.88	Ck#7044	Legal - copies	7 th District Court
08/07/2007	\$4.75	Ck#7072	Legal - copies	7 th District Court
08/08/2007	\$2.00	Ck#7073	Notary services	Zions Bank
09/06/2007	\$1,000.00	Cashier's	Legal Fees	Justin Heideman
		Check		
09/17/2007	\$45.00	Deposit	To purchase supplies	See attached document

10/31/2007	\$137.21	Ck#	Property Taxes for 2007	Emery County
02/14/2008	\$3,500.00	Ck#402	Attorney Fees	Joanne Pappas White
03/01/2008	\$50.00	Deposit	payment for LLC expenses	See attached document
03/21/2008	\$150.00	Deposit	payment for LLC expenses	See attached document
06/05/2008	\$2,500.00	Ck#406	Attorney Fees	Joanne Pappas White
06/23/2008	\$1,352.30	Ck#408	Court Reporter Fees	Robert Stant
11/25/2008	\$153.00	Ck#411	Property Taxes for 2008	Emery County
12/30/2008	\$1,500.00	Ck#409	Attorney Fee	Joanne Pappas White
02/02/2009	\$1,500.00	Ck#410	Attorney Fee	Facemyer Law Firm
05/12/2009	\$1,524.00	Ck#412	Storage Shed	Sutherland
05/12/2009	\$50.00	Ck#413	Shed delivery	Sutherland
05/13/2009	\$2,000.00	Ck#414	Attorney Fees	Facemyer Law Firm
10/24/2009	\$2,000.00	Ck#415	Attorney Fees	Facemyer Law Firm
11/3/2009	\$155.92	Ck#7338	Property Taxes for 2009	Emery County
02/06/2010	\$1,000.00	Ck#416	Attorney Fees	Facemyer Law Firm
11/10/2010	\$1,000.00	Ck#417	Attorney Fees	Facemyer Law Firm
	\$160.00	Ck#	Prepayment of Property Taxes for 2010	Emery County

INTERROGATORY NO. 5: Identify any and all investments made by you to DLM and/or capital contributions made by you to DLM and for each such payment provide the following: (i) date of the payment; (ii) amount of the payment; (iii) the form of payment.

ANSWER: See Answer to Interrogatory No 4 above, and also see those capital expenditures listed in the 2nd Set of Interrogatories/Requests, being Interrogatory No. 1 and also see Defendant's Responses to Interrogatories #2 and 3 of Plaintiff's First Set of Interrogatories.

INTERROGATORY NO. 6: Fully describe the process that produces the fertilizer product that DLM intended to produce and sale, including the humates mining operations, transporation or raw humate material; and the treatment and processing of the humates.

ANSWER:

1. Identify possible Humate deposits
2. Conduct land status research to determine property owner
3. Contact property owner and acquire right to prospect and right to mine agreement.
4. Prospect the property and take samples for amenability testing.
5. Based upon testing results and values, prepare mine plan.
6. Obtain all the necessary permits required to conduct humates project.
7. Obtain contacts/contracts with regards to marketing various humate products based and determined upon those values contained with the humates.
8. Obtain all equipment and facilities needed to conduct the mining and processing of the humates to include the following:
 - a. Processing site
 - b. Pelletizer set on pad.
 - c. Front bucket/loader which will do the mining for our humates and will also be utilized at processing facility.
 - d. Conveyor belt assembly to run from stock pile to top of pelletizer to feed product.
 - e. Obtain steelies in the 1" to 2" size to be used in the pelletizer to powder/pulverize the humates to powder.
 - f. After humates are reduced to powder water is sprayed in as needed and

added to form pellets as mixer rotates.

- g. As pellets leave the mixer they are stockpiled and await delivery to customer.
- h. All raw humates and pelletized product will be delivered to customers via trucks furnished by local contractors.
- i. Trailer to transport bucket loader.

INTERROGATORY NO. 7: Set forth any and all equipment required for the process described in Interrogatory No. 6, *supra*.

ANSWER: See response to Interrogatory No. 6.

INTERROGATORY NO. 8: Set forth any and all efforts made by you or by third parties acting under your direction to find, procure, finance, and pay for the equipment described in Interrogatory No. 7.

ANSWER:

- 1. Organized and created D.L.M., LLC.
- 2. Obtained assignments from E.I.R. to DLM's on Humates lease - Will B. Fulsom Quarry Victory, UT Mining District
- 3. Located the Nina F Placer mining claim that is contiguous with the Will B. Fulsom Quarry to secure possible additional reserves.
- 4. Conducted prospecting and sampling activities in order to establish amenability on the Will B. Fulsom Quarry.
- 5. Obtain Huntington processing facility.
- 6. Prepared initial mine plan for Will B. Fulsom Quarry.
- 7. Submitted initial Will B. Fulsom Quarry mine plan to Emery County and commenced forward with permit process requirements of Emery County.

8. Met with D.O.G.M. officials and submitted application and paid required application fees.
9. Met with land owners to secure access rights to Will B. Fulsom Quarry.
10. Sought out contacts and commenced process to obtain contracts with prospective humates purchasers.
11. Sold raw humates to Wilberg Farms.
12. Used money obtained from sales to Wilberg farms to purchase from the Wilburgs the following:
 - a. 8 Yard Smith Mixer
 - b. Main Hydraulic pump motor
 - c. Conveyor belt assembly
13. Had mixer and motor transported to Huntington processing site.
14. Contracted with Cox Rock productions for concrete for mixer pad.
15. Constructed concrete mixer pad.
16. Moved and secured mixer to pad.
17. Constructed and ran electrical high voltage line to mixer pad.
18. Construction of main water line up to mixer and drain for pelletizer.
19. Met with loan officer at Desert View Federal Credit Union and applied for loan to purchase Huntington processing facilities. Loan was denied.
20. Placed ad in local phone directory to build business
21. Worked on pelletization process and produced pelletized humates in smaller unit.
22. Right at the time that D.L.M. was reaching the point of getting going and marketing product, Plaintiff, Robert Jensen, breached our agreement by serving notices to vacate, gave information to our competitors and filed this lawsuit.

These actions of plaintiff have caused Desert Lake Minerals to be unable to conduct the business it was organized and intended to perform. Those monies that Defendant would have invested and used to produce and market humate productions is now being used to defend himself from the bad faith actions of Plaintiff.

INTERROGATORY NO. 9: Describe the zoning, permit, and/or variance requirements imposed by the City of Huntington and/or Emery County that would be necessary to conduct humate processing on the property at issue in this matter.

ANSWER: The property at issue in this matter is located south of Huntington City; and therefore, is in Emery County and is subject to the regulations of Emery County. Emery County requires that any given project have clearance for the local zoning for the location of the product.

If the local zoning does not fit the project then a zoning change should be pursued or the project should be relocated to fit zoning requirement. After zoning requirements have been met, then permit clearances should be obtained to include any variances needed.

INTERROGATORY NO. 10: Fully describe the efforts made by you or by third parties acting under your direction to acquire the appropriate zoning, permits, or variances that would have allowed DLM to conduct its operations on the subject property.

ANSWER: After Plaintiff, Robert Jensen, contacted Defendant, Gerald B. Powell, and expressed his desires and intentions to be part of and involved in this particular project in and around Summer of 1998, both Plaintiff and Defendant attended a meeting of the Emery County Planning and Zoning Commission on August 12, 1998 at 7:00 p.m. at the Emery County Courthouse for the purpose of discussing and determining the zoning currently in place for the subject property and to determine if this zoning fit the parameters of the proposed project.

Subsequent to this meeting, Defendant Gerald B. Powell, met with officers of the Emery County Planning and Zoning Commission on numerous occasions and worked through a process in an effort to meet Emery County's requirements in order to receive a clearance permit for this project. This process was slowed substantially in June 2002 when the owner/lessor of the Will B. Folsom Quarry, W. F. Snyder and Sons, communicated to the Emery County officials that the certain lease agreement with Defendant Desert Lake had been terminated, thus eliminating those humate ores that would be processed/sold from the property at issue in this matter.

INTERROGATORY NO. 11: Explain why you failed to purchase the equipment referenced in paragraph 57 of Plaintiff's Amended Verified Complaint.

ANSWER: The D.L.M., LLC operating agreement does not require getting a personal loan and D.L.M. did not have sufficient capital or credit to accomplish any such purchase.

All the equipment referenced in paragraph 57 of Plaintiff's Amended Verified Complaint have nothing to do with the humate project of D.L.M. and therefore were not needed in said project. Furthermore, they would not perform any functions within said project.

Plaintiff, Robert Jensen, never reported to Defendant regarding these non useable pieces of equipment and Defendant only heard about these after commencement of this lawsuit.

INTERROGATORY NO. 12: Explain why you failed to secure a loan in order to purchase the property described in paragraphs 57-61 in Plaintiff's Amended Verified Complaint.

ANSWER: See Answer to Interrogatory No. 11. In addition, the condition of this equipment and it's suitability to perform are questionable and speculative at best. Those monies needed for their maintenance and upkeep were not available.

INTERROGATORY NO. 13: Explain why you failed to purchase or otherwise acquire the kiln described in paragraphs 71-75 of Plaintiff's Amended Verified Complaint.

ANSWER: See response to Interrogatory No. 11. In addition, no kiln was at this point

needed or planned to be used by Desert Lake Minerals as no kiln was needed in the processing of humates.

INTERROGATORY NO. 14: Fully describe the present use of the real property that is subject to this action as well as the assets described in your answer to Interrogatory 3 of Plaintiff's Third Set of Interrogatories. Describe how the real property and assets are being used for the benefit of DLM and its members

ANSWER: Any and all assets of Desert Lake Minerals to include that certain parcel of real property located south of Huntington, Utah and having tax 03-0079-0008 is being held and maintained with the intention to develop as originally intended pending the outcome of this litigation that has put a halt to said development. The actions of Plaintiffs have caused Desert Lake Minerals to be unable to conduct that business that Desert Lake Minerals was organized and intended to perform. Any monies that Defendant would have invested and used to produce and market humates and/or humate products is now being used to defend himself and Desert Lake Minerals from the bad faith actions/efforts of Plaintiffs.

INTERROGATORY NO. 15: Provide the factual basis for each denial in your Answer to Plaintiff's Amended Verified Complaint.

ANSWER: The factual basis for Defendant's denials as set forth in Plaintiff's Amended Verified Complaint is due to the fact that Plaintiff's allegations are not true, so therefore, were denied by Defendant.

REQUEST FOR PRODUCTION OF DOCUMENTS

REQUEST NO. 1: Provide any and all exhibits you will or may seek to introduce as exhibits at trial.

ANSWER: See documents herein produced as per this request, and also see those

documents produced previously by Defendant with regards to previous requests by Plaintiffs.

REQUEST NO 2: Provide any and all documents relied upon to answer the Interrogatories.

ANSWER: See documents herein produced as per this request, and also see those certain documents produced previously by Defendant with regards to previous requests by Plaintiff that may be related or similar in nature/subject matter.

REQUEST NO 3: Provide any and all documents identified in the Interrogatories.

ANSWER: See documents herein produced as per this request, and also see those certain documents produced previously by Defendant with regards to previous requests by Plaintiff that may be related or similar in nature/subject matter.

REQUEST NO. 4: Provide full and legible copies of any and all correspondence between you and the Plaintiffs.

ANSWER: See documents herein produced as per this request, and also see those certain documents produced previously by Defendant with regards to previous requests by Plaintiff that may be related or similar in nature/subject matter.

REQUEST NO. 5: Provide full and legible copies of any and all correspondence between you and the Bureau of Land Management between July 1999 and the present.

ANSWER: Defendant objects to this request because it exceeds the scope of this case.

REQUEST NO. 6: Provide full and legible copies of any and all correspondence between you and the Division of Oil, Gas and Mining between July 1999 and the present.

ANSWER: See documents herein produced as per this request, and also see those certain documents produced previously by Defendant with regards to previous requests by Plaintiff that may be related or similar in nature/subject matter.

REQUEST NO. 7: Provide legible copies of all documents concerning or related to

your efforts to acquire the necessary zoning, permits, and/or variances for DLM to conduct its operations on the subject property.

ANSWER: See documents herein produced as per this request, and also see those certain documents produced previously by Defendant with regards to previous requests by Plaintiff that may be related or similar in nature/subject matter.

REQUEST NO. 8: Provide legible copies of all documents concerning or related to your efforts to acquire or retain the mining claims necessary for DLM to conduct its operations.

ANSWER: See documents herein produced as per this request, and also see those certain documents produced previously by Defendant with regards to previous requests by Plaintiff that may be related or similar in nature/subject matter.

REQUEST NO. 9: Provide legible copies of any and all claims made by the Bureau of Land Management between 1997 and the present against you or any entity in which you acted as an officer, employer, member, shareholder or owner.

ANSWER: Defendant objects to this request on the grounds that is vague, unclear, and is not calculated to produce any discoverable information.

REQUEST NO. 10: Provide legible copies of any and all claims made by the Division of Oil, Gas, and Mining between 1997 and the present against you or any entity in which you acted as an officer, employment, member, shareholder or owner.

ANSWER: Defendant objects to this request on the grounds that is vague, unclear, and is not calculated to produce any discoverable information.

REQUEST NO. 11: Provide legible copies of any and all documents relating to any and all mining operations conducted by you or any entity in which you acted as an officer, employer, member, shareholder, or owner between 1997 and the present.

ANSWER: Defendant objects to this request on the grounds that it is too broad, and it

exceeds the scope of this case. Defendant, from 1997 to present has devoted the majority of his efforts towards the humate project for D.L.M. See all those documents that have been produced/submitted by Defendant in this case.

REQUEST NO. 12: Provide legible copies of any and all documents shown to Plaintiff's regarding your knowledge and ability to run the operations that were supposed to be conducted by DLM.

ANSWER: Defendant objects to this request on the grounds that is vague, unclear, and is not calculated to produce any discoverable information. In addition, Defendant does not remember ever having given or ever being requested to give to Plaintiff any credentials with regards to his knowledge and abilities to run the operations that were supposed to be conducted by Desert Lake Minerals.

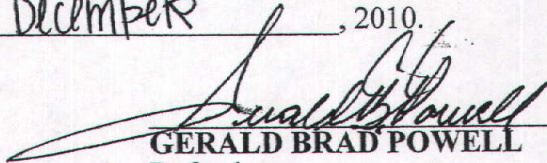
REQUEST NO. 13: Provide legible copies of any and all documents related to the Gerald Powell Trust and/or the Powell Family Trust.

ANSWER: Defendant objects to this request on the grounds that it exceeds the scope of this case and Defendant further states that he knows nothing regarding the Gerald Powell Trust and/or the Powell Family Trust.

REQUEST NO. 14: Provide legible copies of any and all documents related to the settlement of *Howard Lewis & Petersen vs. Gerald Brad Powell*, case # 000400453.

ANSWER: Defendant objects on the grounds that it exceeds the scope of this case, and that any documents related to the settlement of *Howard Lewis & Petersen vs. Gerald Brad Powell*, case # 000400453, are public records and open to your viewing at the courthouse.

Dated this 17th day of December, 2010.


GERALD BRAD POWELL
Defendant

SWORN & SUBSCRIBED to before me this 17th day of December, 2010.


NOTARY PUBLIC



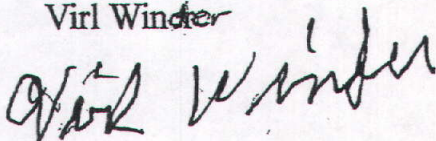
REQUEST #2

EASEMENT FOR ROAD RIGHT OF WAY INGRESS AND EGRESS

For valued and sufficient consideration of which payment is hereby acknowledged.

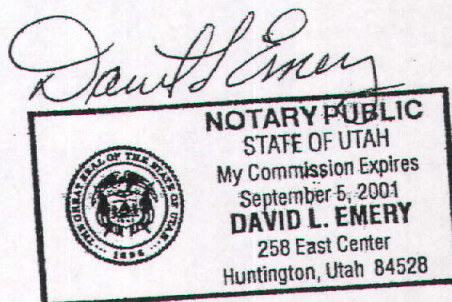
I Viri Winder, Elmo Utah, majority owner of private property located in T-17 S R 10 E. section 13 in Emery County Ut. , grant a permanent easement to Gerald B. Powell and Desert Lake Minerals -LLC of Huntington Ut. to cross through said property and gain access to county road #218 .
Desert Lake Minerals holds a private property lease adjoining the Winder property in this area and said Desert Lake Minerals and it's assigns will use this right of way to develop the same.

Viri Winder



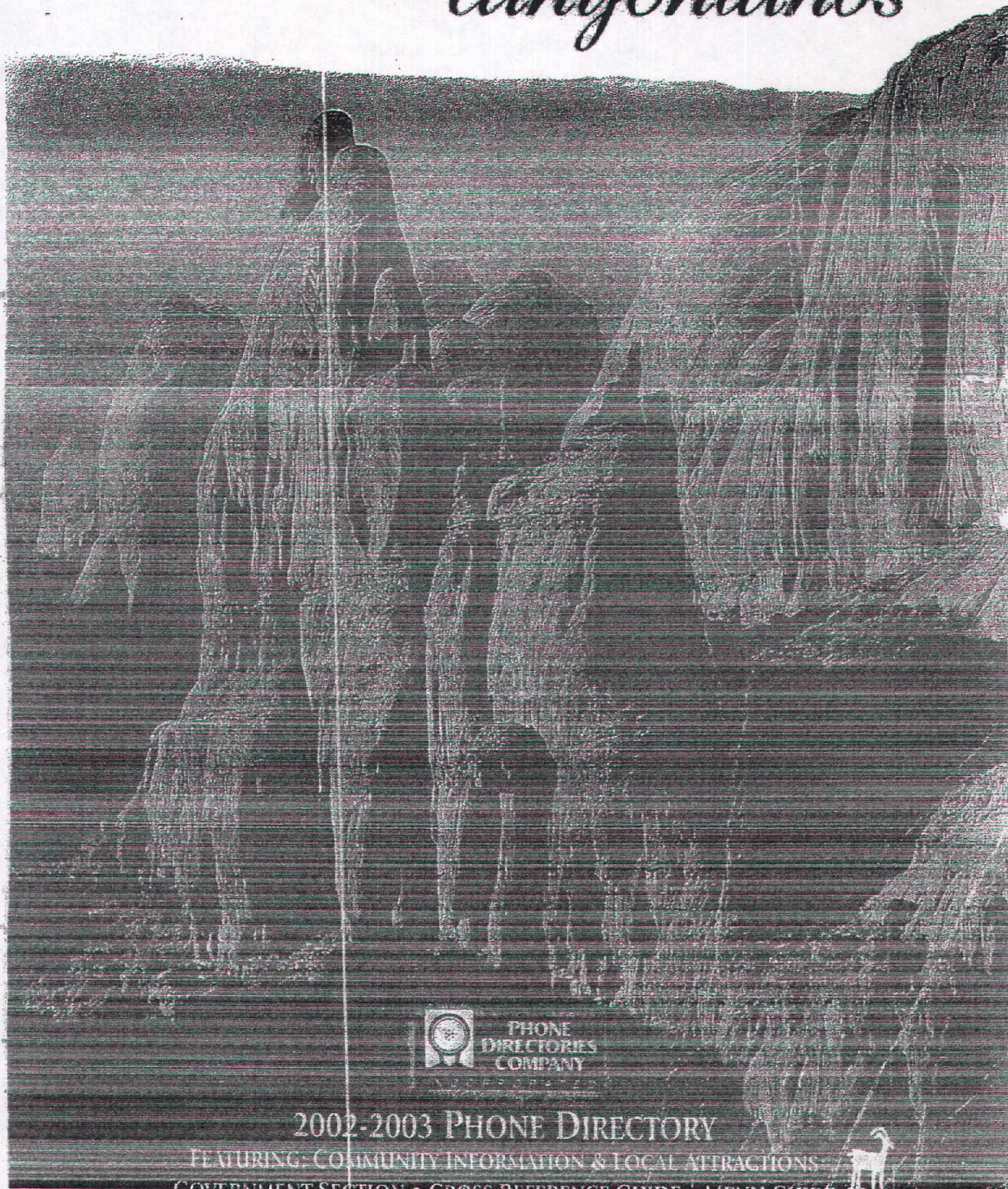
Date June 3, 2001

On this 3 day of JUNE 2001 appeared before me Viri Winder who duly acknowledged and executed this document



CASILE COUNTRY

canyonlands



PHONE
DIRECTORIES
COMPANY

NOT POSTED

2002-2003 PHONE DIRECTORY

FEATURING: COMMUNITY INFORMATION & LOCAL ATTRACTIONS

GOVERNMENT SECTION • CROSS REFERENCE GUIDE • MAPS & MORE





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SPANISH TRAIL PROSPECTORS

Toll Free Dial 1 & Then 800-295-5397

(See our Ad on THIS PAGE)

METAL FABRICATORS

BADLANDS FAB & MACHINE INC

475 N Frontage Rd Helper 472-FABB

Or 472-3222

(See our Ad on THIS PAGE)

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METAL FINISHERS EQUIPMENT & SUPPLIES

MONTELLA'S REPAIR

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Portable On Site And In Shop Line Boring And All Types Of
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435-472-FABB **FAX: 435-472-1FAB**

MINERALS

Desert Lake Minerals 636 S Hwy 110 Huntington 687-2554

Rockland Corp 400 S 200 E Emery 286-2352

MINING COMPANIES

Andalex Resources Inc

3 Miles W On Consumer Rd Helper 472-3456

6750 Airport Rd Price 637-5385

O W Mining 373 Bear Canyon Rd Huntington 687-5238

Or 687-2450

Bear Canyon Scales Huntington 687-5777

Consolidation Coal Co Emery 286-2301

Parts & Supplies Wise Emery 286-2211

Consolidation Coal Warehouse South Emery 286-2211

Cypress Willow Creek Mining Castlegate Helper 472-4700

DUGOUT CANYON MINE

Canyon Fuel Company, LLC Dugout Canyon Mine Soldier Canyon Mine

9 Mile Canyon Wellington 637-5360

Energy West Mining Co

Main Office 15 N Main St Huntington 687-9821

Central Warehouse West Of Orangeville 748-2891

Cottonwood Trail Mountain Orangeville 748-2140

Deer Creek Mine Canyon Road Huntington 687-2317

Prep Plant South Of Castle Dale 748-5760

Energy West Mining Company Huntington 687-9821

Genwal Resources Inc Huntington 687-5420

195 N 100 W Huntington 637-9813

Hawatha Coal Company Hawatha 637-1778

Horizon Coal Corp 12530 W Consumer Rd Helper 472-3994

INTERNATIONAL URANIUM (USA) CORP

White Mesa Hill

6425 S Hwy 191 Blanding 678-2221

LEMAR INC

378 N Main St Helper 472-3461

Lodestar Energy Inc Scofield 448-9420

12530 W Consumer Rd Helper 472-3994

Lodestar Inc White Oak Mine Scofield 448-9413

Moab Salt 1 Hwy 279 Moab 259-7171

Pacific Corp Field Office N Blue Hill Dr Cleveland 653-2312

Rio Algom Mining Corp Lisbon Valley La Sal 686-2215

Main Office

Radiation Safety 686-2217

Rockland Corp 400 S 200 E Emery 286-2352

Skyline Mines Escalante Canyon Price 637-7925

Sutco Mine East Spring Canyon 286-4880

Summa USA Corp 2245 S Hwy 191 Moab 259-3077

White Oak Mining & Construction Scofield 448-9646



Corporate Office

PO Box 2277 • Orem, UT 84059-2277
Phone: 801.225.0801 Fax: 801.225.0991
Toll Free: 800.443.0801

Statement



BC-60
Billing Date: 04-Oct-02
Due Date: 18-Oct-02

Previous Balance: 120.00
Current Charges: 0.00
Adjustments: 0.00
Payments: 0.00
Interest: 1.80
Total Amount Due: \$121.80
Amount Due if Received
After Oct 18, 2002: \$126.80
Payoff Amount: \$121.80
Check Number: _____
Amount Paid: _____

Account No. CAS02 (C998187)
Phone No. 435-687-2554

DESERT LAKE MINERALS
535 S HWY 110
HUNTINGTON, UT 84528

Return upper portion with payment for proper credit to your account.

Phone Directories Co., Inc. Statement

Account No. CAS02 (C998187)

Page: 1 of 1
Billing Date: 04-Oct-02
Due Date: 18-Oct-02

Customer: DESERT LAKE MINERALS

Date	Description	Contract Amount Due	Taxes	Interest	Total Due
01-Sep-02	Castle Country / Canyonlands Directory (CAS)				
04-Oct-02	DESERT LAKE MINERALS (C998187) C8A				
	Original Contract Amount: \$120.00 (w/o tax) Thirds	\$120.00			\$120.00
	Previous Statement Balance				\$1.80
	Interest*			\$1.80	
For online payments go to customer services @ www.phonedir.com!!					
*Interest of 1.50% per month, which is 18.00% per annum, will be charged on the unpaid balance of all Past Due Accounts.					
TOTAL AMOUNT DUE (Please pay before due date to avoid additional interest charges)		\$120.00		\$1.80	\$121.80

Keep lower portion for your records.
PLEASE PAY FROM THIS STATEMENT, NO INVOICE WILL BE SENT.

y Phone
 uthorized Phone Directories
 eck by phone for \$40. This
 rtising described on
 he CAS02 Directory.

well
 l
 UT 84528

Phone
 eck by phone for
 rtising described
 02 Directory.

Gerald B Powell PO Box 1311 Huntington, UT 84528	Desert View Federal Credit Union 5609
<h1>Customer</h1>	
PAY TO THE ORDER OF Phone Directories Co., Inc. FOURTY AND 00/100	\$
memo: Check sent via Phone on 7/1/2003 for 998187 CAS02	D
FOR NOTIFICATION PURPOSES ONLY # 5608 # 1:3 24 3 7 7 1 3 4: 7 7 7 0 0 0 0 6 1 2 6 #	

The left side of this notice is
 a reduced version of the check we deposited.
 Thank you for your payment.

Gerald B Powell PO Box 1311 Huntington, UT 84528	Desert View Federal Credit Union 5609
<h1>Customer</h1>	
PAY TO THE ORDER OF Phone Directories Co., Inc. FOURTY AND 00/100	\$ 40.00
memo: Check sent via Phone on 7/15/2003 for 998187 CAS02	DOLLARS
FOR NOTIFICATION PURPOSES ONLY # 5609 # 1:3 24 3 7 7 1 3 4: 7 7 7 0 0 0 0 6 1 2 6 #	

The left side of this notice is
 a reduced version of the check we deposited.
 Thank you for your payment.

Notice of Check by Phone

On 7/29/2003 Gerald authorized Phone Directories Co., Inc. to draft a check by phone for \$40. This is a payment for advertising described on Contract #998187 for the CAS02 Directory.

Gerald B. Powell
PO Box 1311
Huntington, UT 84528

Gerald B. Powell
PO Box 1311
Huntington, UT 84528

Desert View Federal Credit Union 5610

Customer

\$ 40.00

PAY TO THE Phone Directories Co., Inc.

ORDER OF FOURTY AND 00/100

memo: Check sent via Phone on 7/29/2003 for 998187 CAS02

COPY NOT NEGOTIABLE DOLLARS

FOR NOTIFICATION PURPOSES ONLY
⑈ 5610⑈ ⑈ 324377134⑈ 7970000612E⑈

Pay This is a Cash Receipt

40.00
120.00

The left side of this notice is a reduced version of the check we deposited. Thank you for your payment.

CHIARA LAW OFFICES
98 North 400 East
P. O. Box 955
Price, UT 84501
Telephone: (435) 637-7011
Fax: (435) 636-0138

KEITH H. CHIARA
SAMUEL P. CHIARA

October 15, 1999

Division of Corporations and Commercial Code
Attention: K. Medley
160 E. 300 South, 2nd Floor
Box 146705
Salt Lake City, UT 84114-6705

RE: Desert Lake Minerals, L.L.C.

To Whom It May Concern:

Enclosed please find corrected Articles of Organization for Desert Lake Minerals, L.L.C.
I have made the necessary change that you indicated from our first filing.

If you find the enclosed documents acceptable, please note your acknowledgment of receipt on the copy and return it in the enclosed pre-addressed envelope.

Sincerely,



Samuel P. Chiara
Attorney at Law



United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155
<http://www.blm.gov>



IN REPLY REFER TO:

3833
(UT-923-OA)
UMC381972

May 12, 2006

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Mr. Gerald B. Powell, Mr. Patrick B. Powell,
Mr. Easton S. Powell, Mr. Gregg Powell,
Mr. Steve Powell, Sr., Mr. Robert Jensen,
Ms. Tasha Wagner, and Ms. Sheila Ewell
P. O. Box 1311
Huntington, UT 84528

Dear Claimants:

The Notice of Location (NOL) and map for the Nina F mining claim were filed with the Bureau of Land Management (BLM) on April 4, 2006, and was assigned UMC381972. However, a placer mining claim that is not described by survey subdivision must be described by a metes and bounds description including a tie to a permanent object.

In order to include the metes and bounds description on the NOL, an amended NOL is required. When recording amendments with the BLM, a \$10 processing fee is required for each amended NOL. For the protection of your claim, the amendment should be filed with this office and the proper County Recorder's office; and the land description on the NOL should cover all the land in which the claim is located in.

You must file amended NOLs correcting the problem within 30 days from receipt of this notice. Failure to comply will result in the issuance of a decision declaring the Nina F, UMC381972, mining claim forfeited.

If you have any questions, please call Opie Abeyta at (801) 539-4123.

Sincerely,

James F. Kohler
Chief, Branch of Solid Minerals



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Price Field Office
125 South 600 West
Price, Utah 84501

2810
UTU-78841
(UT-070)

Certified Mail--Return Receipt Requested
Certificate No. 7001 0360 0002 1571 3303

OCT 11 2002

Mr. Gerald B. Powell
Desert Lake Minerals, LLC
P.O. Box 1311
Huntington, Utah 84528

Dear Mr. Powell:

On September 17, 2002, we received your right-of-way application for an access road on public land in Emery County, and have assigned it right-of-way number UTU-78841. Please refer to this number on any future correspondence or rental payments.

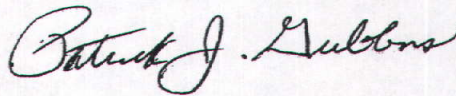
In order to begin processing this application, we need to receive the fee(s) as described below; however, because you have not qualified to obtain the necessary permits from Emery County, and do not have a currently valid lease for the private property to be utilized, we will not be able to issue the right-of-way until we have been assured by Emery County and the property owner that you have their approval for your proposed operation. We will be in touch with the Emery County Planning Commission and with Mr. Snyder in order to coordinate the issuance of our right-of-way.

Enclosed is form 1323-2 showing how the category and fee for processing your application was determined. The fee for processing this application is \$300.00 based on a FLPMA Category II application. The post permit monitoring fee is \$75.00. At this point, would you please remit a check in the amount of \$375.00 to cover these fees. You may choose to delay payment of the post permit monitoring fee since, by regulation it is not required until the right-of-way application is approved. Please remit the required fee within thirty (30) days from the date of receipt of this letter or your application will be rejected and returned. If you feel that our fee determination is in error, you may appeal the decision.

Within 30 days of receipt of this decision, you have the right of appeal to the Board of Land Appeals, Office of the Secretary, in accordance with the regulations at 43 CFR 4.4. If an appeal is taken, you must follow the procedures outlined in the enclosed Form 1842-1, Information on Taking Appeals to the Board of Land Appeals. The appellant has the burden of showing that the decision appealed from is in error.

If you have any questions please contact Joan Hubert of my staff at (435) 636-3630.

Sincerely,

A handwritten signature in cursive script, reading "Patrick J. Gubbins".

Patrick J. Gubbins
Field Manager

2 Enclosures:

1. Form 1323-2 (1 pg.)
2. Form 1842-1 (1 pg.)

cc: Emery County Planning Commission (without enclosures)
P.O. Box 417
Castle Dale, Utah 84513

Mr. W. F. Snyder (without enclosures)
2080 Sherman Road
St. George, Utah 84790

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

**RIGHT-OF-WAY COST RECOVERY
CATEGORY AND FEE DETERMINATION RECORD**

INSTRUCTIONS: Circle "X" opposite applicable statement. The highest numbered category containing a circled "X" is the right-of-way or temporary use permit cost recovery category.

APPLICATION PROCESSING ACTIVITIES	CATEGORIES					
	I	II	III	IV	V	VI
1. NEPA documentation						
a. All existing data in office of Authorized Officer	✓					
b. Limited amount of original data available. No interdisciplinary team required.						
c. Existing documentation not sufficient without substantial compilation of original data & supplemental documentation. Interdisciplinary team required.						
d. Processing costs exceed \$5,000.						
e. Requires Environmental Impact Statement.						
2. Field Examinations						
a. Field examination is not required.						
b. One field examination is required.		✓				
c. Two field examinations are required.						
d. Two or three field examinations are required.						
e. Three or more field examinations are required.						

Applicant Desert Lake Minerals, LLC

Case No. UTU-78841

I have determined that the appropriate category is Category **CAT II**. The nonreturnable application processing payment for this category is \$300.00. This decision is final for purposes of appeal under 43 CFR 2804.1. Notwithstanding the pendency of such appeal, an application shall not be accepted for processing without payment of the fee determined by the Authorized Officer.

Authorized Officer

Robert J. Subbiah

Title

Field Manager

Date

10/11/02

Remarks:

Post-permit monitoring fee for Category II FLPMA application is \$75.00.

REQUEST #6

This Section for DOGM Use:

Assigned DOGM File No.: S 1015 1091

DOGM Lead: PBB

Permit Fee \$ 150⁰⁰ Ck # 5047

*Returned this
original 2-10-03.*

*Fee Received
150⁰⁰ - Ck # 5047
JB*

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING
1594 West North Temple Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801
Telephone: (801) 538-5291 Fax: (801) 359-3940

RECEIVED

JUN 11 2002

DIVISION OF
OIL, GAS AND MINING

NOTICE OF INTENTION TO COMMENCE SMALL MINING OPERATIONS

The informational requirements of this form are based on provisions of the Mined Land Reclamation Act, Title 40-8, Utah Code Annotated 1987, and the General Rules as promulgated under the Utah Minerals Regulatory Program.

"Small Mining Operations" means mining operations which disturb five or less surface acres at any given time.

I. GENERAL INFORMATION (Rule R647-3-104)

1. Name of Mine: Will B. Folsom
2. Name of Operator/Applicant: Desert Lake Minerals, LLC.
LLC- Company (☒) Corporation () Partnership () Individual ()
3. Permanent Address: 535 South HWY 10 or P.O. Box 1311
City: Huntington State: Utah Zip Code: 84528
Telephone Number: (435) 687-2554 Fax: 435-687-5587
4. Ownership of Land Surface:

Private (Fee) ☒ Public Domain (BLM) ☐ National Forest (USFS) ☐

State Trust Land/School Sections ☐ State Sovereign Lands ☐

Other (please describe):

& Sons
Name Will F. Snyder Address 2080 Sherman Road St. George Utah-84779.
Name _____ Address _____
Name _____ Address _____
Name _____ Address _____

5. Ownership of Minerals:Private (Fee) ☒ Public Domain (BLM) ☐ National Forest (USFS) ☐State Trust Land/School Sections ☐ State Sovereign Lands ☐

Other (please describe): _____

Name Will F. Snyder^{Sons} Address 2080 Shurman Road St George, Utah 84790
 Name _____ Address _____
 Name _____ Address _____
 Name _____ Address _____

Utah Mining Claim Number(s): NoneUtah State Lease Number(s): N-1Name of Lessee(s) Desert Lake Minerals L.L.C.

6. Have the above surface and mineral owners been notified in writing?

Yes ☒ No ☐

If no, why not? _____

Please be advised that if State Trust Lands are involved, notification to the Division of Oil, Gas and Mining alone does not satisfy the notification requirements of Mineral Leases upon State Trust Lands. Exploration or mining activity on State Trust Lands requires a minimum of 60 days notice to the Trust Lands Administration prior to commencing any activities. Please contact the School Institutional Trust Lands Administration (SITLA) at (801) 538-5508 for notification requirements.

7. Does the operator have legal right to enter and conduct mining operations on the land covered by this notice? Yes ☒ No ☐II. PROJECT LOCATION & MAP (Rule R647-3-105)

1. Project Location (legal description):

County(ies): _____

1/4, of SE 1/4, of NW 1/4: Section: 24 Township: 17S Range: 10E, SLCM
 1/4, of _____ 1/4, of _____ 1/4: Section: _____ Township: _____ Range: _____
 1/4, of _____ 1/4, of _____ 1/4: Section: _____ Township: _____ Range: _____

UTM East 521561 (if known) UTM North 4353493 (If known)Name of Quad Map for Location Cleveland, Cow Flat,

2. A topographic base map showing the location of the proposed small mining operation must be submitted with this notice. A USGS 7.5 minute series map is preferred. The areas to be disturbed should be plotted in sufficient detail so that they can be located on the ground. It is recommended that the operator also photo document, plot and label any pre-existing disturbances in the immediate vicinity that he is not responsible for.

3. The proposed (5 acre or less) disturbed area boundary (including access/haul roads) must be marked in the field ON THE GROUND with metal T-Posts (or with some other marker of equal effectiveness). Markers must be appropriately spaced so that the next marker in either direction is clearly visible with the naked eye.

III. OPERATION PLAN (Rule R647-3-106)

1. Type of mining: Surface ☒ Underground ☐
2. Mineral(s) to be mined: Humic shale
3. Will any water, liquid chemicals, reagents, or other solutions be used, produced or discharged as part of the mining or milling process?
Yes ☐ No ☒ If yes, please describe (add extra pages if needed) _____
4. Provide a brief description of the proposed mining operation and onsite processing facilities (add extra pages if necessary). Open Pit, Drilling
Blasting, Ripping and Dozing, and Loading
Product in trucks.
5. ☐ New Road(s): Length _____ (ft) Width _____ (ft)
6. ☒ Improved Road(s): Length undetermined (ft) Width _____ (ft)
7. Total project surface acreage to be disturbed: 5 Acres (acres)
8. Proposed startup date of project (month, year) _____
9. Proposed completion date of project, if known (month, year) Undetermined

IV. OPERATION AND RECLAMATION PRACTICES (Rule R647-3-107, 108 & 109)

The reclamation and operation obligation is to keep the area clean and safe, minimize hazards to public safety, return the land to a useful condition, and reestablish at least 70 percent of the premining vegetative ground cover. To accomplish this, the operator will need to perform reclamation concurrently, or at the completion (within one (1) year) of mining:

1. Keep the mining operation in a safe, clean, and environmentally stable condition.
2. Permanently seal all shafts and tunnels to prevent unauthorized or accidental entry.
3. Plug drill holes with a five foot cement surface plug. Holes that encounter fluids are to be plugged in the subsurface to prevent aquifer contamination.
4. Construct berms, fences, or barriers, when needed, above highwalls and excavations.
5. Remove, isolate, or neutralize all toxic materials in a manner compatible with federal and state regulations.

6. Remove all waste or debris from stream channels.
7. Dispose of any trash, scrap metal, wood, machinery, and buildings.
8. Conduct mining activities so as to minimize erosion and control sediment.
9. Reclaim all roads that are not part of a permanent transportation system.
10. Stockpile topsoil and suitable overburden prior to mining.
11. Stabilize highwalls by backfilling or rounding to 45 degrees or less, where feasible; reshape the land to near its original contour, and redistribute the topsoil and suitable overburden.
12. Properly prepare seedbed to a depth of six inches by ripping, discing, or harrowing. Leave the surface rough.
13. Reseed disturbed areas with adaptable species. (The Division recommends a mixture of species of grass, forb, and browse seed, and will provide a specific species list if requested.)
14. Plant the seed with a rangeland or farm drill, or if broadcast seeded, harrow or rake the seed 1/4-1/2 inch into the soil - fall is the preferred time to seed.

V. **VARIANCE REQUEST** (Rule R647-3-110)

Yes ☐ No ☐

Any planned deviations from Rules R647-3-107, Operation Practices, R647-3-108, Hole Plugging Requirements, or R647-3-109, Reclamation Practices, as summarized above, should be identified below and justification given for the variance request(s).

Item Number	Variance Request Justification

VI. **PERMIT FEE** [Mined Land Reclamation Act 40-8-7(I)]

The Utah Mined Land Reclamation Act of 1975 [40-8-7 (I)] provides the authority for the assessment of permitting fees. Commencing with the 1998 fiscal year (July 1 - June 30), and revised July 1, 2002, permit fees are assessed to new and existing notices of intention and annually thereafter, until the project disturbances are successfully reclaimed by the operator and released by the Division.

Small Mining Notices require a \$150.00 fee which must accompany this application or it cannot be processed by the Division.

VII. **SIGNATURE REQUIREMENT**

I hereby commit to conduct mining operations and to reclaim the aforementioned small mine as required by the Utah Mined Land Reclamation Act (40-8) and the rules as specified by the Board of Oil, Gas and Mining.

Signature of Operator/Applicant:

Name (typed or printed):

Title/Position (if applicable):

Date:

Gerald B. Powell - For Desert Lake Minerals LLC.
Gerald B. Powell
Agent.
Mar 2nd 2002



Michael O. Leavitt
Governor
Kathleen Clarke
Executive Director
Lowell P. Braxton
Division Director

State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

12/23/2002

DESERT LAKE MINERALS
535 S HIGHWAY 10
PO BOX 1311
HUNTINGTON UT 84528

Re: Request for Annual Report for the Year 2002.

Dear Sirs:

The enclosed report form(s) for the Mine(s) referenced below need to be completed and returned to this office by January 31, 2003.

Mine Status	Mine Number	Mine Name	Contact Person
INACTIVE	S150091	WILL B. FOLSUM QUARRY	GERALD POWELL

Annual reports are required by Rules R647-3-116 and R647-4-121 of the Division's Amended and New Rules, Minerals Reclamation Program.

Reports are required regardless of annual mine activity, unless you have received a written waiver or formal release from reclamation obligations from the Division.

Thank you for your cooperation and prompt attention to this matter.

Sincerely,

D. Wayne Hedberg
Permit Supervisor
Minerals Reclamation Program

REQUEST #8

LEASE AND AGREEMENT

This Lease and Agreement (hereinafter referred to as the "Lease") is entered into this 27 day of March, 1995 by and between W.F. Snyder & Sons Company, of Saint George, Utah "Lessor" and Emery Industrial Resources, Inc. of Payson, Utah "Lessee".

WITNESSETH:

I. For and in consideration of \$500.00 (Five Hundred Dollars), and the royalties to be paid and the covenants and agreements hereinafter expressed, the Lessor hereby Leases to Lessee all of Lessors right, title, and interest in and to the following Patented Mining Claims that Lessor owns that are situated in Emery County, Utah further described as follows:

Claim Name	Survey #	Situated in			
		Sec.	TWP	Range	Mer
B.T.W.	6925	24	17 So.	10 E.	S.L.B&M
Daniel F.	6925	24	17 So.	10 E.	S.L.B&M
E.S.F.	6925	24	17 So.	10 E.	S.L.B&M
Nina F.	6925	24	17 So.	10 E.	S.L.B&M
W.B.F.	6925	24	17 So.	10 E.	S.L.B&M
Mary Louise	6924	26	18 So.	9 E.	S.L.B&M
Robbie	6924	26	18 So.	9 E.	S.L.B&M
Robert S. Jr.	6924	26	18 So.	9 E.	S.L.B&M

Hereinafter referred to as the "Leased Premises", and Lessors warrants and covenants that they are the lawful owners in Fee of the Leased Premises, both as to Mineral and Surface Estate. Lessor hereby grants and guarantees to Lessee rights of access to mine and develop said Humate Mineral Deposits and any other valuable minerals located on or within the Leased Premises.

TO HAVE AND TO HOLD unto Lessee for a primary term of Five (5) years from March 27 1995, to March 27 2000, and so long thereafter as Minerals are mined and marketed from the Leased Premises in commercial quantities. Commercial quantities being a minimum of 50 ton of mine run humates per year.

The Lessee covenants and agrees with the Lessor as follows:

- II. To enter upon and hold said Leased Premises under the Lease within Ten (10) days, and carry on sampling, exploration, and development and to operate the same during the term of this Lease.
- III. To furnish to the Lessor quarterly, copies of all maps, reports, drilling data and all other data of which was compiled and prepared concerning said Leased Premises.

(1 of 4) Exhibit A

W.F.S.
H.P.

to
Emery Industrial Resources, Inc.

- IV. To work the Leased Premises in a miner-like fashion in a manner necessary to good and economical mining so as to take out the greatest amount of ore minerals economically possible with due regard to the development and preservation of the same as workable mining property. Lessee will begin a mining operation within (ninety) (90) days after Lessee has determined the mining operation feasible, and have a market in place for said Humates.
- V. To allow the Lessor and its agents, at anytime, to enter upon the Leased Premises and mines thereon for purpose of inspection, sampling and general investigation, and examining the same in ascertaining whether the terms and conditions hereof are being performed by Lessee.
- VI. To install and maintain full and complete books of account covering all phases of development and operation of the Leased Premises, which said books shall be open to the inspection of the Lessor or its representative at any and all reasonable times.
- VII. To pay production royalty in accordance with the provisions of Schedule "A" attached hereto.
- VIII. This Lease may be assigned in Full or in Part, but Lessee shall not assign this Lease or any portion thereof, without prior written consent of Lessor.
- IX. If Lessee fails to pay the production royalties received by Lessee payable to the Lessor, within Seven (7) days after the same is due, Lessor shall give notice, in writing to the Lessee of such default and Lessee shall have fourteen (14) days to remedy the same and pay the amount due. If Lessee defaults in the performance of any of the other terms and conditions of this Lease, Lessor shall give notice in writing to the Lessee of the default complained of and Lessee shall have Twenty (20) days from the receipt of said notice to correct such default. If such defaults are not corrected within the period set forth in this paragraph, the Lessor shall have the option to terminate this Lease and to enter upon said Leased Premises and take possession thereof, provided that Lessee shall have the right to remove his machinery and equipment from said Leased Premises for a period of thirty (30) days after such termination without the right, however, to remove timbering or other improvements of a permanent nature. Lessee shall have the right of removal of machinery and equipment at the expiration of the term of this Lease or upon termination of this Lease for any other reason.
- X. Lessee agrees to furnish at his sole expense all equipment, supplies, and labor necessary in his operation on said Leased Premises.
- XI. Lessee may give thirty (30) days written notice to the Lessor of his intention to abandon mining operations and to terminate this Lease. At the end of the thirty (30) day period this Lease and all obligations hereunder, shall be deemed terminated and of no further force of effect, and the Lessee shall have right to remove its machinery and equipment from said Leased Premises as herein provided, but the Lessee shall remain obligated to pay any production royalty which has become due.
- XII. Lessee shall save Lessor harmless against the liability for or on account of personal injuries or death of any persons arising from Lessee's operation on the Premises.
- XIII. Lessee is responsible for all reclamation and bonding as required by governmental agencies and shall clean up and not leave any hazardous waste products on the Leased Premises after their operations have been completed.
- XIV. Lessee is solely responsible for reporting to any and all government agencies related

to the mining on the Leased Premises.

XV. Any notices contemplated by this Lease shall be given to the Lessor addressed at the below address at Saint George, Utah or at such other address as may be designated by the Lessor, and upon Lessee at the address listed below at Payson, Utah or to such other person and address as Lessee may designate. All notices to be given under this Lease shall be certified mail return receipt requested and unless receipt of said notice occurs at an earlier date shall be as of three (3) days after the date mailing if mailed, and delivered personally, the date of such personal delivery.

Lessor:

Willard F. Snyder
1402 Navajo Drive
Saint George, Utah 84770

Lessee:

Emery Industrial Resources, Inc.
967 South 680 West
Payson, Utah 84651

XVI. This instrument contains the entire agreement between the parties and there are no covenants or agreements not herein set forth.

IN WITNESS WHEREOF, the parties hereto have executed this Lease the day and year first above written.

LESSOR:

By: Willard F. Snyder IV President/~~General Partner~~
W.F. Snyder & Sons Co. *W.F.S.*

LESSEE:

By: Dan L. Powell President
Dan L. Powell - Emery Industrial Resources, Inc.

SCHEDULE "A"
-PRODUCTION ROYALTIES-

- A. Lessee shall pay Lessor a production royalty on the basis of 7% of the market price, including all bonuses and allowances received by Lessee, at the point of shipment from Leased Premises of the first marketable product of products produced from the Leased substances and sold under a bonafied contract of sale, whether or not such product or products are produced through chemical substance or mechanical treating or processing of the Leased substance raw material. It is expressly understood and agreed that none of Lessee's mining or product cost, including but not limited to material costs, labor costs, overhead costs, distribution costs, or general and administrative costs may be deducted from said market price in computing Lessor's royalty. After one year from the effective date of this Lease either party hereto may in good faith renegotiate this royalty rate, but any change hereto can be made only upon the mutual consent and agreement of both parties.
- B. Payment of Production Royalty shall be made by the Lessee to Lessor, as herein required, on or before the last day of the month next succeeding the calendar month during which the Leased substances are mined or quarried or otherwise produced and removed from the Leased Premises.
- C. All payments required to be made in accordance with this schedule shall be paid by check to W.F. Snyder & Sons Co. at the address shown in section XV of this Lease Agreement.

(4 of 4)

W.F.S.

W.F.S.

APPROVAL OF LEASE ASSIGNMENT

W.F. SNYDER & SONS CO., a corporation, with its principal place of business located in St. George, Utah, ("Lessor") hereby approves and gives consent to the assignment of Lessor's lease of the land described below, which lease is currently held by Emery Industrial Resources, Inc. ("Lessee and Assignor"), and which assignment is for the benefit of Gerald B. Powell, ("Assignee") by way of the lease assignment attached as Exhibit 1 to this document. Because of the nature of the assignment, (i.e. the division of the lessee corporation, Emery Industrial Resources, Inc. between the shareholders), there is no additional consideration required for this assignment.

The lands referred to above are located in Emery County, State of Utah and are described as follows:

<u>CLAIM NAME</u>	<u>SURVEY #</u>	<u>SEC.</u>	<u>TWP</u>	<u>RANGE</u>	<u>MER</u>
B.T.W.	6925	24	17 So.	10 E.	SLB& M
Daniel F.	6925	24	17 So.	10 E.	SLB& M
E.S.F.	6925	24	17 So.	10 E.	SLB& M
Nina F.	6925	24	17 So.	10 E.	SLB& M
W.B.F.	6925	24	17 So.	10 E.	SLB& M

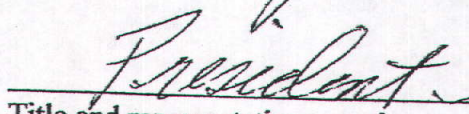
The signatory below warrants that he has full right and authority to sign this document on behalf of W.F. SNYDER & SONS, CO.

Executed this 4 day of ~~August~~ ^{SEPTEMBER}, 1996.

(Lessor)



Signatory for W.F. SNYDER & SONS CO.



Title and representative capacity

W.F. SNYDER & SONS, CO. LEASE ASSIGNMENT (Partial)

EMERY INDUSTRIAL RESOURCES, INCORPORATED, a Utah Corporation, being the "Lessee" in the Lease and Agreement dated the ^{27th day of March 1995} 1st day of October, 1993 ("Lease") with W.F. SNYDER & SONS, CO., a corporation, with its principal place of business located in St. George, Utah, ("Lessor") and having obtained consent to assign from Lessor as specified in Paragraph #VIII of said Lease and Agreement for valuable and sufficient considerations paid and received does hereby assign all of Lessee's right, title, and interest in and to said Lease and Agreement to Gerald B. Powell. ^{the following mining claims as listed in}


The lands leased and hereby assigned by this assignment are located in Emery County, State of Utah and are described as follows:

<u>CLAIM NAME</u>	<u>SURVEY #</u>	<u>SEC.</u>	<u>TWP</u>	<u>RANGE</u>	<u>MER</u>
B.T.W.	6925	24	17 So.	10 E.	SLB& M
Daniel F.	6925	24	17 So.	10 E.	SLB& M
E.S.F.	6925	24	17 So.	10 E.	SLB& M
Nina F.	6925	24	17 So.	10 E.	SLB& M
W.B.F.	6925	24	17 So.	10 E.	SLB& M

Gerald B. Powell, ("Assignee") hereby agrees to all of the terms of the Lease and Agreement attached as exhibit A to this assignment.

Executed this 30th day of September, 1996.

(Assignor - Lessee)


Emery Industrial Resources, Inc.
Dan L. Powell, as President and Agent of the corporation

ASSIGNORS ACKNOWLEDGMENT

Dan L. Powell hereby certifies that he has full right and authority to enter into this assignment on behalf of Emery Industrial Resources, Inc.

Dated this 30th day of September 1996.



Dan L. Powell
President and agent of Emery Industrial Resources, Inc.



Exhibit 1
to
Assignment of Lease Assignment

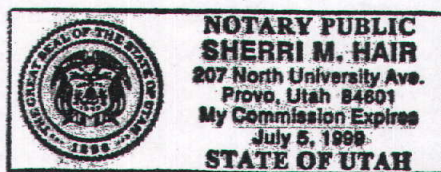
STATE OF UTAH)
SS
COUNTY OF UTAH)

On this 30th day of September 1996, personally appeared before me Dan L. Powell who being by me duly sworn did say, each for himself, that he is an officer, agent for the assignor and is authorized to make this assignment and has executed the same and the seal affixed is the seal of said corporation.

Notary Public: Sherri M. Hair

Residing at: _____

My Commission Expires: _____



ACCEPTANCE OF ASSIGNMENT - (ASSIGNEE)

Comes now Gerald B. Powell and hereby accepts the Lease Assignment from Emery Industrial Resources, Inc. which assignment is dated _____.

DATED this ____ day of _____, 1996.

Gerald B. Powell
Gerald B. Powell

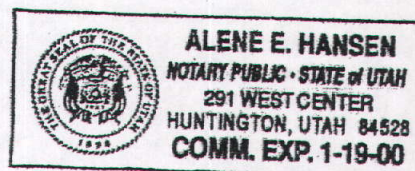
STATE OF UTAH)
SS
COUNTY OF UTAH) Emery

On the 12 day of June, ¹⁹⁹⁷1996, Gerald B. Powell personally appeared before me and duly acknowledged that he executed the same.

Notary Public: Alene E. Hansen

Residing at: Huntington UT

My Commission Expires: 1-19-2000



APPROVAL OF LEASE ASSIGNMENT

W.F. SNYDER & SONS CO., a corporation, with its principal place of business located in St. George, Utah, ("Lessor") hereby approves and gives consent to the assignment of Lessor's lease of the land described below, which lease is currently held by Gerald B. Powell, ("Lessee and Assignor"), and which assignment is for the benefit of Desert Lake Minerals, L.L.C., ("Assignee") by way of the lease assignment attached as Exhibit 1 to this document. Because of the nature of the assignment, there is no additional consideration required for this assignment.

The lands referred to above are located in Emery County, State of Utah and are described as follows:

<u>CLAIM NAME</u>	<u>SURVEY #</u>	<u>SEC.</u>	<u>TWP</u>	<u>RANGE</u>	<u>MER</u>
B.T.W.	6925	24	17 So.	10 E.	SLB& M
Daniel F.	6925	24	17 So.	10 E.	SLB& M
E.S.F.	6925	24	17 So.	10 E.	SLB& M
Nina F.	6925	24	17 So.	10 E.	SLB& M
W.B.F.	6925	24	17 So.	10 E.	SLB& M

The signatory below warrants that he has full right and authority to sign this document on behalf of W.F. SNYDER & SONS, CO.

Executed this 18 day of October, 1999.

(Lessor)


Signatory for W.F. SNYDER & SONS CO.

Pres.
Title and representative capacity

LEASE ASSIGNMENT

Gerald B. Powell, being the "Assignee" in the Lease Assignment dated September 30, 1996, wherein Emery Industrial Resources, Incorporated, "Lessee", assigned all of its right, title, and interest, in and to the Lease and Agreement dated the 27th day of March, 1995, between Emery Industrial Resources, Incorporated, and W.F. Snyder & Sons, Co., "Lessor", having obtained consent to assign from Lessor as specified in Paragraph VIII of said Lease and Agreement for valuable and sufficient considerations paid and received does hereby assign all of Assignee's right, title and interest I and to the following mining claims as listed in said Lease and Agreement to Desert Lake Minerals, L.L.C., "Second Assignee".

The lands leased and hereby assigned by this assignment are located in Emery County, State of Utah and are described as follows:

<u>CLAIM NAME</u>	<u>SURVEY #</u>	<u>SEC.</u>	<u>TWP</u>	<u>RANGE</u>	<u>MER</u>
B.T.W.	6925	24	17 So.	10 E.	SLB& M
Daniel F.	6925	24	17 So.	10 E.	SLB& M
E.S.F.	6925	24	17 So.	10 E.	SLB& M
Nina F.	6925	24	17 So.	10 E.	SLB& M
W.B.F.	6925	24	17 So.	10 E.	SLB& M

Desert Lake Minerals, L.L.C., Second Assignee, hereby agrees to all of the terms of the Lease and Agreement attached as exhibit A to this assignment.

Executed this 6 day of Dec, 1999.

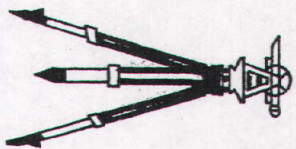
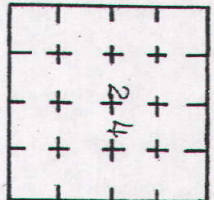

Gerald B. Powell

State of Utah }
County of Carbon }

On the 16th day of December, 1999, Gerald B. Powell personally appeared before me and duly acknowledged that he executed the same.

 SANDRA K. WARD
NOTARY PUBLIC • STATE OF UTAH
5297 W HWY 29/POB 419
ORANGEVILLE UT 84537
COMM. EXP 8-5-2002

Sandra K. Ward
Notary Public



Bruce T.S. Ware
REGISTERED LAND SURVEYOR
RT.1 BOX 146 H-2 PHONE 637-2620
HELPER, UTAH 84526

T. 17 S., R. 10 E., S. L. B. & M.

Customer's Name Brad Powell

Address PO 1311 Huntington, UT 84528
Phone 435-687-2554

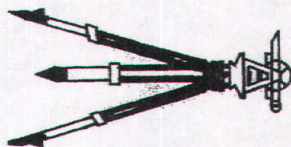
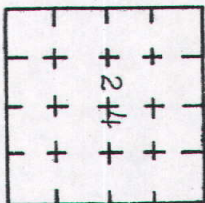
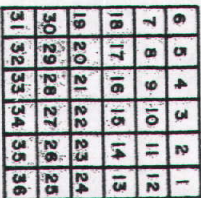
Terms of Performance of Work: The liability of this survey begins with the last date hereon and extends for one year, the liability covers the property at the time of this survey and not of any later improvements. The hereon designated customer agrees to pay this bill within 30 days of the last date hereon. A finance charge of 1½% per month (18% per year) will be charged until the bill is paid in full. If collection becomes necessary by suit I agree to pay all costs of collection including, but not limited to, a reasonable attorney's fee and court costs.

Signature of Customer _____ Date _____

Date	Description	Quantity	Amount
5-17	GPS Claim corner's	7	840
5-25	Map survey	5	350
	Paid B.Tellin)		

CBL

TOTAL	\$1,210.00
-------	------------



Bruce T.S. Ware
REGISTERED LAND SURVEYOR
RT.1 BOX 146 H-2 PHONE 637-2620
HELPER, UTAH 84526

T.17 S., R.10 E., S.L.B. 8M.

Customer's Name Brad Powell

Date July 10, 1999

Address P.O. Box 1311

Huntington, UT

84528

Phone 687-2554

Terms of Performance of Work: The liability of this survey begins with the last date hereon and extends for one year, the liability covers the property at the time of this survey and not of any later improvements. The hereon designated customer agrees to pay this bill within 30 days of the last date hereon. A finance charge of 1½% per month (18% per year) will be charged until the bill is paid in full. If collection becomes necessary by suit I agree to pay all costs of collection including, but not limited to, a reasonable attorney's fee and court costs

Signature of Customer _____ Date _____

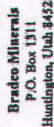
Signature of Customer

Date _____

[illegible]

CBL

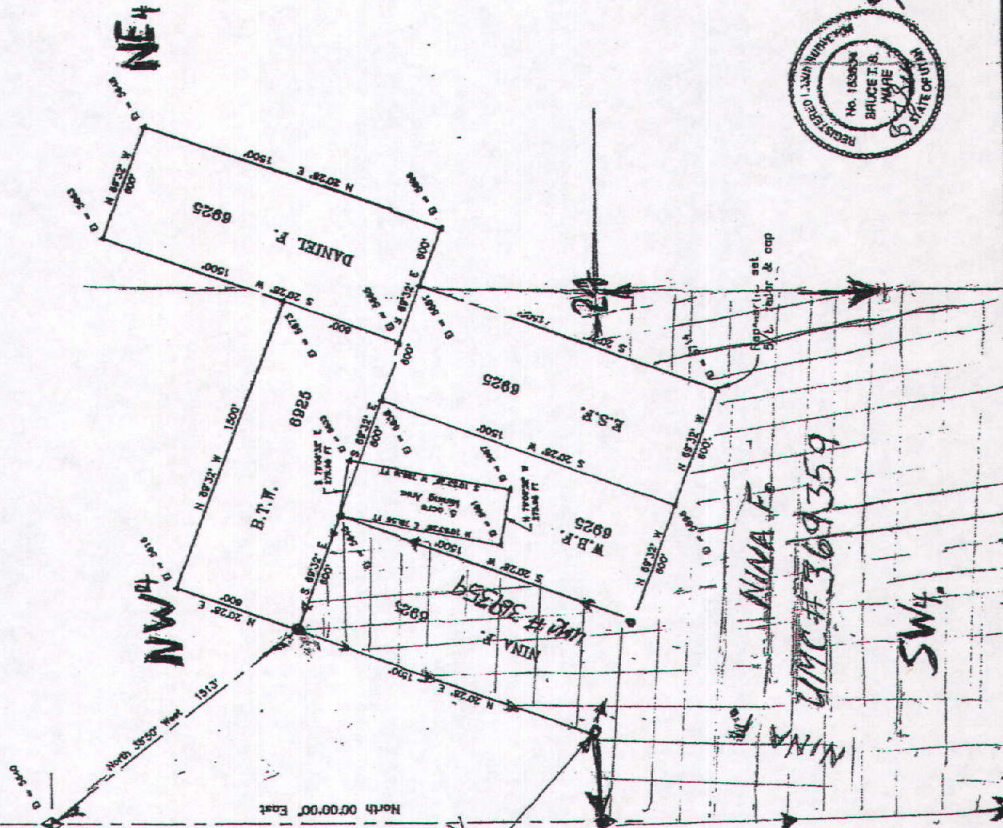
TOTAL	\$410.00
-------	----------



Northwest Corner
Section 24, T. 17 S.,
R. 10 E., S. 18 E. & M.
(found B.L.M. Brass Cop)

Starting Point of
Discovery Monument

West 1/4 Corner
Section 24, T. 17 S.,
R. 10 E., S.L.B. & M.
(found B.L.M. Brass Cap)



Narrative

The purpose of this survey was to set the corners of the mining claims and to set the corners of the small mining permit parcels located in the B.T.W. and W.B.F. mining claim areas.

Surveyor's Certificate

I, Bruce T. S. Warr, do hereby certify that I am a Registered Land Surveyor holding certificate No. 153834 as prescribed by the laws of the State of Utah, that the survey was made by me and is correct as shown hereon. It does not purport to show all assessments of record, nor is it proof of ownership.

 $7-9=99$

Bureau of Land Management
Bruce T. S. Ware
Utah Registered Land Surveyor
License No. 153834



Bruce Ware Surveying

Property Survey for: Brad Powell
Huntington, UT 84528

Section 24
T. 17 S., R. 10 E.,
S. 1. B. & M.

REQUEST #9



United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155
<http://www.blm.gov>



IN REPLY REFER TO:
3833
(UT-923-OA)
UMC381972

May 12, 2006

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Mr. Gerald B. Powell, Mr. Patrick B. Powell,
Mr. Easton S. Powell, Mr. Gregg Powell,
Mr. Steve Powell, Sr., Mr. Robert Jensen,
Ms. Tasha Wagner, and Ms. Sheila Ewell
P.O. Box 1311
Huntington, UT 84528

Dear Claimants:

The Notice of Location (NOL) and map for the Nina F mining claim were filed with the Bureau of Land Management (BLM) on April 4, 2006, and was assigned UMC381972. However, a placer mining claim that is not described by survey subdivision must be described by a metes and bounds description including a tie to a permanent object.

In order to include the metes and bounds description on the NOL, an amended NOL is required. When recording amendments with the BLM, a \$10 processing fee is required for each amended NOL. For the protection of your claim, the amendment should be filed with this office and the proper County Recorder's office; and the land description on the NOL should cover all the land in which the claim is located in.

You must file amended NOLs correcting the problem within 30 days from receipt of this notice. Failure to comply will result in the issuance of a decision declaring the Nina F, UMC381972, mining claim forfeited.

If you have any questions, please call Opie Abeyta at (801) 539-4123.

Sincerely,

James F. Kohler
Chief, Branch of Solid Minerals



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Price Field Office
125 South 600 West
Price, Utah 84501

2810
UTU-78841
(UT-070)

Certified Mail--Return Receipt Requested
Certificate No. 7001 0360 0002 1571 3303

OCT 11 2002

Mr. Gerald B. Powell
Desert Lake Minerals, LLC
P.O. Box 1311
Huntington, Utah 84528

Dear Mr. Powell:

On September 17, 2002, we received your right-of-way application for an access road on public land in Emery County, and have assigned it right-of-way number UTU-78841. Please refer to this number on any future correspondence or rental payments.

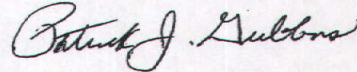
In order to begin processing this application, we need to receive the fee(s) as described below; however, because you have not qualified to obtain the necessary permits from Emery County, and do not have a currently valid lease for the private property to be utilized, we will not be able to issue the right-of-way until we have been assured by Emery County and the property owner that you have their approval for your proposed operation. We will be in touch with the Emery County Planning Commission and with Mr. Snyder in order to coordinate the issuance of our right-of-way.

Enclosed is form 1323-2 showing how the category and fee for processing your application was determined. The fee for processing this application is \$300.00 based on a FLPMA Category II application. The post permit monitoring fee is \$75.00. At this point, would you please remit a check in the amount of \$375.00 to cover these fees. You may choose to delay payment of the post permit monitoring fee since, by regulation it is not required until the right-of-way application is approved. Please remit the required fee within thirty (30) days from the date of receipt of this letter or your application will be rejected and returned. If you feel that our fee determination is in error, you may appeal the decision.

Within 30 days of receipt of this decision, you have the right of appeal to the Board of Land Appeals, Office of the Secretary, in accordance with the regulations at 43 CFR 4.4. If an appeal is taken, you must follow the procedures outlined in the enclosed Form 1842-1, Information on Taking Appeals to the Board of Land Appeals. The appellant has the burden of showing that the decision appealed from is in error.

If you have any questions please contact Joan Hubert of my staff at (435) 636-3630.

Sincerely,



Patrick J. Gubbins
Field Manager

2 Enclosures:

1. Form 1323-2 (1 pg.)
2. Form 1842-1 (1 pg.)

cc: Emery County Planning Commission (without enclosures)
P.O. Box 417
Castle Dale, Utah 84513

Mr. W. F. Snyder (without enclosures)
2080 Sherman Road
St. George, Utah 84790

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RIGHT-OF-WAY COST RECOVERY
CATEGORY AND FEE DETERMINATION RECORD

INSTRUCTIONS: Circle "X" opposite applicable statement. The highest numbered category containing a circled "X" is the right-of-way or temporary use permit cost recovery category.

APPLICATION PROCESSING ACTIVITIES	CATEGORIES					
	I	II	III	IV	V	VI
NEPA documentation						
a. All existing data in office of Authorized Officer	✓					
b. Limited amount of original data available. No interdisciplinary team required.						
c. Existing documentation not sufficient without substantial compilation of original data & supplemental documentation. Interdisciplinary team required.						
d. Processing costs exceed \$5,000.						
e. Requires Environmental Impact Statement.						
Field Examinations						
a. Field examination is not required.						
b. One field examination is required.		✓				
c. Two field examinations are required.						
d. Two or three field examinations are required.						
e. Three or more field examinations are required.						

Applicant Desert Lake Minerals, LLC

Case No. UTU-78841

have determined that the appropriate category is Category CAT II. The nonreturnable application processing payment for this category is \$300.00. This decision is final for purposes of appeal under 43 CFR 2804.1. Notwithstanding the pendency of such appeal, an application shall not be accepted for processing without payment of the fee determined by the Authorized Officer.

Authorized Officer

Robert J. Gubria

Title

Field Manager

Date

10/11/02

Remarks:

Post-permit monitoring fee for Category II FLPMA application is \$75.00.

NOTICE OF LOCATION OF PLACER CLAIM

NOTICE IS HEREBY GIVEN, that the undersigned located, and now claim the following described placer mining ground, containing approximately 160 acres, more or less, situated in Victor Mining District, Emery County, State of Utah and being more particularly described and marked on the ground as follows:

Beginning at the W $\frac{1}{4}$ corner of Section 24, Township 17-South, Range 10 East, S.L.B. & M., thence Easterly approximately 388.25 feet, thence North 20° 28' East 1500 feet, thence South 69° 32' East 600 feet, thence South 20° 28' West 1500 feet, thence South 69° 32' East 1200 feet along the Southern boundary of Mineral Survey #6925 to monument, thence East approximately 450' to section centerline, thence South approximately 2190 feet to S $\frac{1}{4}$ corner of Section 24, thence West 2640 feet to SW corner Section 24, thence North 2640 feet to West $\frac{1}{4}$ corner. Being the point of Beginning.

Note: The discovery monument is located approximately 100 feet South and 100 feet East of the West $\frac{1}{4}$ corner of Section 24, T-17S R10E, S.L.B. & M. Relocated.

This claim is located upon a placer deposit of valuable minerals.

This claim is named the Nina F.

Placer Mining Claim.

Located this 12th day of Sept, 2006.

NAMES OF LOCATORS

Gerald B. Powell
Patricia B. Powell
Easton S. Powell
Tasha Wagener

Anita Ewell
Adam Ewell
Robert Jensen
Matt Wagener

(*In this description, refer to some natural object or permanent monument and to stakes or monuments or exterior lines and discovery.)

Ent 375542 Page 1 of 1
Date: 04-01-2006 4:27PM
Fee: \$10.00 Cash
Filed By: SLB
DIXIE SWASEY, Recorder
EMERY COUNTY, CORPORATION
For: GERALD B. POWELL

UTAH STATE OFFICE
RECEIVED
ASSISTANT CLERK
2006 DEC -4 PM 2:08
DEPT OF INTERIOR
BUREAU OF LAND MANAGEMENT

Gerald B. Powell
P.O. Box 1311
Huntington, Utah 84522
435-687-2554

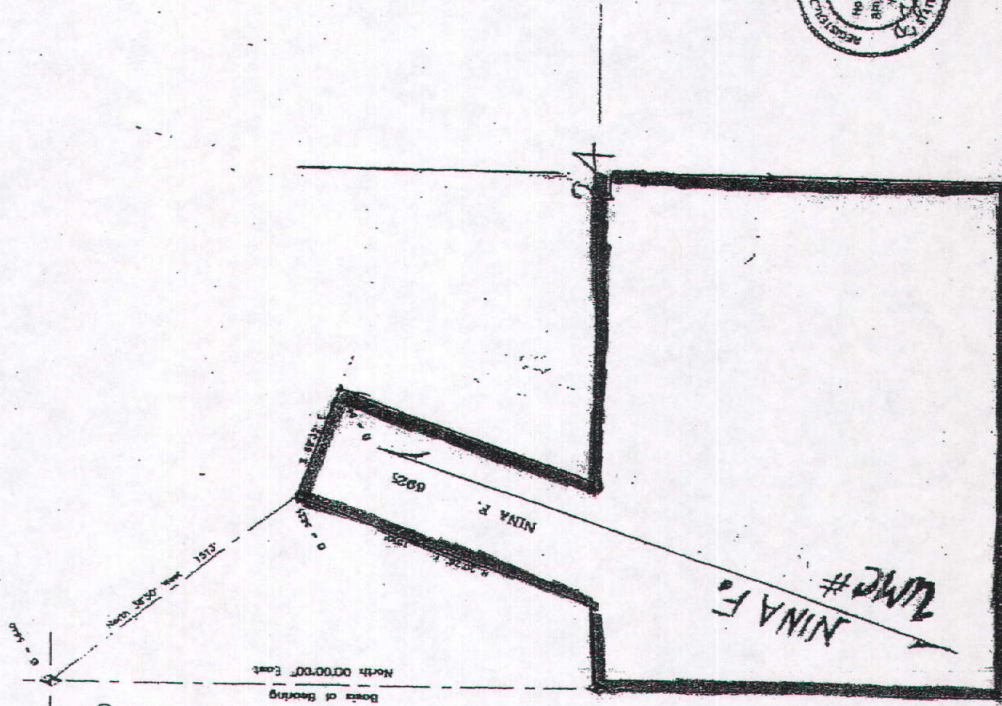
UTAH STATE OFFICE
RECEIVED
ACCOUNTS UNIT

2006 DEC -4 PM 2:08

DEPT OF INTERIOR
BUREAU OF LAND MGMT

Northwest Corner
Section 24, T. 17 S.,
R. 10 E., S. 1 & 2
(found B.L.M. Brass Cap)

West 1/4 Corner
Section 24, T. 17 S.,
R. 10 E., S. 1 & 2
(found B.L.M. Brass Cap)



Scale 1" = 400 ft

Braden Minter
P.O. Box 1311
Huntington, Utah 84302

Narrative

The purpose of this survey was to set the corners of the mining claims and to set the boundaries of the mining claims located in the B.L.M. and W.B.F. mining claim areas.

Surveyor's Certificate

I, Bruce T. S. Wiers, do hereby certify that I am a Registered Land Surveyor holding certificate No. 153334 as prescribed by the laws of the State of Utah, that the survey was made by me and by correct as shown herein. It does not purport to show all easements of record, nor is it proof of ownership.

2006-11-18

Bruce T. S. Wiers
Utah Registered Land Surveyor
Certificate No. 153334



Surveyor's Signature

Property Survey for: Brad Powell

Huntington, UT 84302

Bruce Wiers Surveying

2006 N. 2nd St.
Huntington, UT 84302

Surveyed by: JACK
Checked by: ALICE
Drawn by: ALICE
Date: 12/04/06

NO.	DATE	REVISIONS
1		
2		
3		
4		
5		
6		
7		
8		
9		
10		

Section 24
T. 17 S., R. 10 E.
S. 1 & 2

UMC386547

REQUEST #5

8

NOTICE OF LOCATION OF PLACER CLAIM

NOTICE IS HEREBY GIVEN, that the undersigned located and now claim the following described placer mining ground, containing 160 acres, more or less, situated in Victor Mining District, Emery County, State of Utah and being more particularly described and marked on the ground as follows:

This claim is situated in T-17S R-10E SW4 & NW4 taking in the Nina F. Claim and the remaining SW4 of Section 24.

Relocated

E 372000 B J268 P 187
Date 2-SEP-2005 10:19am
Fee: 16.00 Cash
DIXIE SWASEY, Recorder
Filed By SLB
For GERALD B POWELL
EMERY COUNTY CORPORATION

This claim is located upon a placer deposit of valuable minerals.

This claim is named the Nina F.

Placer Mining Claim.

Located this 2nd day of Sept, 2005.

NAMES OF LOCATORS

<u>Gerald B. Powell</u>	<u>Lugg Powell</u>
<u>Patrick B. Powell</u>	<u>Tasha Wagoner</u>
<u>Easton Powell</u>	<u>Matt Wagoner</u>
<u>Adam Ewell</u>	<u>Heila Ewell</u>

(*In this description, refer to some natural object or permanent monument and to stakes or monuments or exterior lines and discovery.)

NOTICE OF LOCATION OF PLACER CLAIM

NOTICE IS HEREBY GIVEN, that the undersigned located and now claim the following described placer mining ground, containing 160 acres, more or less, situated in Victor Mining District, Emery County, State of Utah and being more particularly described and marked on the ground as follows:

This claim is situated in T-17S R-10E SW4 & NW4 taking in the Nina F. Claim and the remaining SW4 of Section 24.

Relocated

E 372000 B J268 P 187
Date 2-SEP-2005 10:19am
Fee: 16.00 Cash
DIXIE SWASEY, Recorder
Filed By SLB
For GERALD B POWELL
EMERY COUNTY CORPORATION

This claim is located upon a placer deposit of valuable minerals.

This claim is named the Nina F.

Placer Mining Claim.

Located this 2nd day of Sept, 2005.

NAMES OF LOCATORS

Suad B. Powell
Patrick B. Powell
Easton Powell
Adam Ewell

Lugg Powell
Tasha Wagener
Math Wagener
Shila Ewell

CERTIFICATE

STATE OF UTAH)
COUNTY OF EMERY) ss.
I, the undersigned Recorder, in and for Emery County State of Utah do hereby certify that the annexed and foregoing is a true full, and correct copy of an original document on file in my office as such recorder. WITNESS my hand this 14 day of February, 2011.

Recorder

By Jane Hanson

(*In this description, refer to some natural object or permanent monument and to stakes or monuments or exterior lines and discovery.)

NOTICE OF ^{Re-}LOCATION OF PLACER CLAIM

NOTICE IS HEREBY GIVEN, that the undersigned located and now claim the following described placer mining ground, containing 160 acres, more or less, situated in Unknown Mining District, Emery County, State of Utah and being more particularly described and marked on the ground as follows:

Beginning at this location (Discovery Monument)
at the South end center monument and running
thence Easterly 300' to South East corner Post monument #1
thence Northerly 1500' to North East corner Post monument #2
thence Westerly 300' to North end center monument;
thence Westerly 300' to Northwest corner Post monument #3
thence Southerly 1500' to Southwest corner Post monument #4
thence Easterly 300' to place of beginning;

This claim is situated in T-17S R-10E
Section SW4 24 taking in the Nina F. Claim and
the remaining SW4 of Section 24.

This claim is located upon a placer deposit of valuable minerals.

This claim is named the Nina F. UMC# 362228

Placer Mining Claim.

Re- Located this 28th day of February 2003

NAMES OF LOCATORS

<u>Lionel B. Powell</u>	<u>Tasha Waggoner</u>
<u>Holly Brown</u>	<u>Matt Waggoner</u>
<u>Patrick Powell</u>	<u>Shila Ubell</u>
<u>Ernest Powell</u>	<u>Robert Jensen</u>

(*In this description, refer to some natural object or permanent monument and to stakes or monuments or exterior lines and discovery.)

E 363782 B J266 P 494
Date 5-MAR-2003 1:51pm
Fee: 16.00 Check
DIXIE SWASEY, Recorder
Filed By SLB
FOR PATRICK POWELL
EMERY COUNTY CORPORATION

By Dan Jensen Recorder
Security
20 11
STATE OF UTAH)
COUNTY OF EMERY) ss
I, the undersigned Recorder, in and for Emery County, State of Utah do hereby certify that the annexed and foregoing is a true full, and correct copy of an original document on file in my office as such recorder.
WITNESS my hand this 4 day of February
20 11

NOTICE OF ^{Re-}LOCATION OF PLACER CLAIM

NOTICE IS HEREBY GIVEN, that the undersigned located and now claim the following described placer mining ground, containing 160 acres, more or less, situated in Unknown Mining District, Emery County, State of Utah and being more particularly described and marked on the ground as follows:

Beginning at this location (Discoverer Monument)
at the South end center monument and running
thence Easterly 300' to South East corner Post monument #1
thence Northerly 1500' to North East corner Post monument #2
thence Westerly 300' to North end center monument;
thence Westerly 300' to Northwest corner Post monument #3
thence Southerly 1500' to Southwest corner Post monument #4
thence Easterly 300' to place of beginning;

This claim is situated in T-17S R-10E
Section SW4 24 taking in the Nina F. Claim and
the remaining SW4 of Section 24.

This claim is located upon a placer deposit of valuable minerals.

This claim is named the Nina F. UMC# 362228

Placer Mining Claim.

Re- Located this 23rd day of Sept 2002.

NAMES OF LOCATORS

<u>Gerald B. Powell</u>	<u>Tasha Wagener</u>
<u>Nelly Bowen</u>	<u>Matt Wagener</u>
<u>Patrick Powell</u>	<u>Shila H-well</u>
<u>Ernest Powell</u>	<u>Darrell Bowen</u>

(*In this description, refer to some natural object or permanent monument and to stakes or monuments or exterior lines and discovery.)

By Gerald B. Powell Recorder
Deputy
STATE OF UTAH)
COUNTY OF EMERY) ss.
I, the undersigned Recorder, in and for Emery County,
State of Utah do hereby certify that the annexed and
foregoing is a true full, and correct copy of an original
document on file in my office as such recorder.
WITNESS my hand this 17 day of February
2002.

E 3622478 B4266 P 457
Date 26-SEP-2002 11:37am
Fee: 16.00 Check
DIXIE SWASEY, Recorder
Filed By DKS
FOR GERALD B POWELL
EMERY COUNTY CORPORATION

NOTICE OF LOCATION OF PLACER CLAIM

NOTICE IS HEREBY GIVEN, that the undersigned located and now claim the following described placer mining ground, containing 160 acres, more or less, situated in Unknown Mining District, Emery County, State of Utah and being more particularly described and marked on the ground as follows:

Beginning at this location (Discovery Monument, at the South end center monument and running thence Easterly 300' to South East corner Post monument #1; thence Northerly 1500' to North East corner Post monument #2; thence Westerly 300' to North end center monument; thence Westerly 300' to North west corner Post monument #3; thence Southerly 1500' to South west corner Post monument #4; thence Easterly 300' to place of beginning;

This claim is situated in T-17S R10E Section 24 in Emery County Utah. SLBEM.

Beginning at the Discovery monument at the South end center of the claim; running thence S. 69° 32' E 300' to SE cor Monument thence N. 20° 28' E 1500' to NE cor Monument thence N. 69° 32' W 300' to North End center; thence N. 69° 32' W 300' to NW cor monument thence S. 20° 28' W 1500' to SW cor monument thence S. 69° 32' E 300' to place of Beginning. Thence taking in the remaining SW 4. Sec 24.

This claim is located upon a placer deposit of valuable minerals.

This claim is named the Nina F.

Placer Mining Claim.

Located this 1st day of Oct 1996.

NAMES OF LOCATORS

Donald B. Powell
W. F. Snyder
Tyrone Powell
Patrick Powell

Melvin Larren
W. F. Snyder
Joe Powell
Christa Powell

(*In this description, refer to some natural object or permanent monument and to stakes or monuments or exterior lines and discovery.)

BLANK NO. 21--© GEN. REG. CO. -- 3215 50 2800 1251 -- SALT LAKE CITY

E 343000 B J0264 P 311
DATE 9-OCT-1996 11:04AM FEE 16.00
DIXIE SHASEY, RECORDER
FILED BY DKS
FOR BRAD POWELL
EMERY COUNTY CORPORATION

STATE OF UTAH
COUNTY OF EMERY) ss.
I, the undersigned Recorder in and for Emery County
State of Utah do hereby certify that the annexed and
accompanying is a true full, and correct copy of an original
document on file in my office as such recorder.
WITNESS my hand this 14 day of February
20 11

Recorder

By Janet Damon
Deputy

NOTICE OF LOCATION OF PLACER CLAIM

Ent 375542 Page 1 of 1
Date: 04-OCT-2006 4:27PM
Fee: \$10.00 Cash
Filed By: SLB
DIXIE SWASEY, Recorder
EMERY COUNTY CORPORATION
For: GERALD POWELL

NOTICE IS HEREBY GIVEN, that the undersigned located and now claim the following described placer mining ground, containing approximately 160 acres, more or less, situated in Victor Mining District, Emery County, State of Utah and being more particularly described and marked on the ground as follows:

Beginning at the W $\frac{1}{4}$ corner of Section 24, Township 17-South, Range 10 East, S.L.B. & M., thence Easterly approximately 388.25 feet; thence North 20° 28' East 1500 feet; thence South 69° 32' East 600 feet; thence South 20° 28' West 1500 feet; thence South 69° 32' East 1200 feet along the Southerly boundary of Mineral Survey #6925 to Monument; thence East approximately 450' to section centerline; thence South approximately 3190 feet to S $\frac{1}{4}$ corner of Section 24; thence West 2640 feet to SW corner Section 24; thence North 2640 feet to West $\frac{1}{4}$ corner. Being the Point of Beginning.

Note: The discovery monument is located approximately 100 feet South and 100 feet East of the West $\frac{1}{4}$ corner of Section 24, T-17S R10E., S.L.B. & M., Relocated.

This claim is located upon a placer deposit of valuable minerals.

This claim is named the Nina F.

Placer Mining Claim.

Located this 12th day of Sept 2006.

NAMES OF LOCATORS

Gerald Powell
Patrick B. Powell
Easton S. Powell
Tasha Wagener

Shila Ewell
Adam Ewell
Robert Jensen
Matt Wagener

(*In this description, refer to some natural object or permanent monument and to stakes or monuments or exterior lines and discovery.)

BLANK NO. 21—© GEM PTG. CO. — 3215 SO. 2800 EAST — SALT LAKE CITY

CERTIFICATE

STATE OF UTAH
COUNTY OF EMERY
I, the undersigned, Recorder for and for Emery County, do hereby certify that the annexed and foregoing is a true full, and correct copy of an original document on file in my office as such recorder. WITNESS my hand this 14 day of February 20 11.

Recorder
By Janet Connor Deputy

NOTICE OF ^{RE}LOCATION OF PLACER CLAIM

NOTICE IS HEREBY GIVEN, that the undersigned located and now claim the following described placer mining ground, containing 160 acres, more or less, situated in Victor Mining District, Emery County, State of Utah and being more particularly described and marked on the ground as follows:

This claim is situated in T-17S R10E, SW4, & NW4, taking in the Nina F. claim and the remaining SW4 of Section 24.

Relocated.

This claim is located upon a placer deposit of valuable minerals.

This claim is named the Nina F.

Placer Mining Claim.

Located this 9th day of Jan, 2006.

NAMES OF LOCATORS

Gerald B. Powell
Patrick B. Powell
Eastern S. Powell
Angela Powell

Steve Powell Sr.
Robert Jensen
Tasha Widgren
Shila Powell

(*In this description, refer to some natural object or permanent monument and to stakes or monuments or exterior lines and discovery.)

STATE OF UTAH)
COUNTY OF EMERY) ss.

I, the undersigned Recorder, in and for Emery County State of Utah do hereby certify that the annexed and foregoing is a true full, and correct copy of an original document on file in my office as such recorder.

WITNESS my hand this 14 day of February 2011.

By Janet Damron Recorder
Deputy

Ent 373230 Page 1 of 1
Date: 17-JAN-2006 12:47PM
Fee: \$16.00 Cash
Filed By: SLB
DIXIE SWASEY, Recorder
EMERY COUNTY CORPORATION
FOR: GERALD POWELL

NOTICE OF LOCATION OF PLACER CLAIM

NOTICE IS HEREBY GIVEN, that the undersigned located and now claim the following described placer mining ground, containing 160 acres, more or less, situated in Unknown Mining District, Emery County, State of Utah and being more particularly described and marked on the ground as follows:

Beginning at this location (Discovery Monument,
at the South end center monument and running
thence Easterly 300' to South East corner Post monument #1;
thence Northerly 1500' to North East corner Post Monument #2;
thence Westerly 300' to North end center monument;
thence Westerly 300' to Northwest corner Post monument #3;
thence Southerly 1500' to Southwest corner Post monument #4;
thence Easterly 300' to place of Beginning;

This claim is situated in T-17S R-10E
Section 24 in Emery County Utah, SLCHM.

Beginning at the Discovery monument at the south end center
running thence S. 69° 32' E 300' to SE cor Monument thence N. 20° 28' E
1500' to NE cor Monument thence N. 69° 32' W 300' to North End center;
thence N. 69° 32' W 300' to NW cor Monument thence S. 20° 28' W 1500' to SW cor
Monument thence S. 69° 32' E 300' to Place of Beginning. Thence Taking in the Remaining SW 4 Sec 24.

This claim is located upon a placer deposit of valuable minerals.

This claim is named the Ninas & F.

Placer Mining Claim.

Re- Located this 1st day of JAN

E 343853 B J0264 P 502
DATE 14-JAN-1997 15:22 PM FEB 16.00
DIXIE SWASEY, RECORDER
FILED BY DKS
FOR GERALD POWELL
EMERY COUNTY CORPORATION
1997.

NAMES OF LOCATORS

Arnold B. Powell
W. F. Snyder
Tyronna Powell
Patrick B. Powell

William L. Jansen
W. F. Snyder
J. L. Powell
Shirley Powell

(*In this description, refer to some natural object or permanent monument and to stakes or monuments or exterior lines and discovery.)

CERTIFICATE

STATE OF UTAH)
COUNTY OF EMERY) ss
I, the undersigned, Clerk and for Emery County
State of Utah do hereby certify that the annexed and
foregoing is a true full, and correct copy of an original
document on file in my office, such record.
WITNESS my hand this 14 day of February

Recorder

By Garet Samson
Secretary

20 11

4

SALES CONTRACT

Preamble

WHEREAS Emery Industrial Resources, Inc. (hereafter "Emery") believes it is the leaseholder of interest to the Cherry Hill park Limestone Quarry located near Beaver Creek in Utah County, Utah, specifically in the NW 1/4 Section 36, Township 11 South Range 8 East, Salt Lake Base and Meridian; and Emery believes that the lease is current, and has not been notified by the owner to the contrary, and that Emery has every right under the lease to remove stockpiled materials; and

WHEREAS It appears that Emery therefore is in control of valuable resources to sell and to have removed and be sold;

WHEREAS Stephen Powell dba Powell Rock (also dba Powell Products; hereinafter "Powell") does business selling rock product, "selling" being defined as marketing rock product;

WHEREAS Powell desires to do business with and obtain, purchase and produce rock and related resources from Emery; and

WHEREAS Emery & Powell (hereafter collectively referred to as "the parties") desire to enter a business relationship whereby each party can attain its respective business desires;

NOW THEREFORE the parties, undersigned, hereby agree to the following terms of this Business and Sales Contract (hereafter "Contract") to define their business relationship.

Terms

1. Powell will exclusively bear and hold Emery harmless from all costs of its production endeavors incident to this Contract, including the actual costs of production, employment associated with production (included any insurance, taxes and other costs associated with the regular course of its business).
2. All limestone purchases made by Powell will be made by and through Emery and all invoices shall be made by Emery for such sales.
3. Powell will weigh all rock/rock product taken from Emery, regardless whether the rock will be sold by Powell, and shall furnish copies of all weight slips to Emery monthly by the first business day of the following month.

4
No. 6182
& BLACK
Attorneys for Plaintiffs
1940 North Main Street, Suite 200
Salt Lake City, Utah 84114
Telephone: (801) 377-4652
Facsimile: (801) 377-4673

**IN THE FOURTH JUDICIAL DISTRICT COURT
UTAH COUNTY, STATE OF UTAH**

EMERY INDUSTRIAL RESOURCES,
INC., a Utah Corporation, and DAN
POWELL, an individual

Plaintiffs,

vs.

E.J. STOKES, individually; LARRY
JENSEN, individually; NELCO
CONTRACTOR'S, INC., a Utah
Corporation and JOHN DOES 1-10,

Defendants.

**SUPPLEMENTAL AFFIDAVIT
OF DANIEL LEE POWELL**

Case No. 050400718

Judge Gary D. Stott

STATE OF UTAH)
 ss.
COUNTY OF UTAH)

Daniel Lee Powell, being first duly sworn and under oath, deposes and states as follows:

1. I am over twenty-one (21) years of age and have personal knowledge of the facts set forth in this Affidavit. If asked to testify, I could and would testify as to matters set forth below.

2. I am President of Emery Industrial Resources, Inc., a Utah Corporation which was incorporated on December 22, 1992.
3. Since Emery Industrial Resources, Inc. was incorporated, I have always been an officer, director, and shareholder in and to said corporation.
4. Prior to its incorporation, my brother, Gerald B. Powell and I operated "dba" Emery Industrial Resources, and on June 26, 1992 entered into that certain "Lease and Agreement" with E. J. Stokes which was later assigned to Emery Industrial Resources, Inc.
5. The property which is subject to this lease is situated in and around Beaver Creek near Colton, Utah and is purportedly owned by E.J. Stokes, the "Lessor" under that certain Lease and Agreement dated 6-26-1992.
6. Located within the boundaries of this Leased subject property is a limestone quarry known as the Cherry Hill Park Quarry.
7. The limestone deposit at the Cherry Hill Park Quarry is a surface deposit (crops out at the surface and/or is covered by only an inch or two of topsoil) making the Cherry Hill Park Quarry an open-pit or surface mine.
8. Since acquiring that certain "Lease and Agreement", I have personally conducted "mining activities" at Cherry Hill Park Quarry to include hand mucking, breaking rock loose with the use of heavy crowbars and sledge hammers, hand sorting and stockpiling said mined limestone. In addition to this, samples were taken to ascertain the grade and quality of the limestone being mined. This is crucial in maintaining those specifications of which a given sale calls for, and customer satisfaction is a must. There were times when

high grading of the more calcium rich (calcite) was needed to improve the overall grade of a given stockpile when an assay showed it to be borderline with regards to contract specifications/amenability.

9. After the year 1999 (a year in which E.J. Stokes was paid royalties in excess of \$5,800.00) and starting in the year 2000 thru 2002 in anticipation for future markets, I performed those mining activities as shown above 8. In addition, an extensive geologic study was performed on the Cherry Hill Park Quarry to determine reserves and geological data, which was important in assessing the mine ability of those limestone deposit located within the boundaries of the Cherry Hill Park Quarry. This was performed at great expense to Plaintiffs.

10. During this period (2000 thru 2002) because there was no new or minimal/insignificant acreage disturbance as a result of these operations, it was not necessary to list/show them on those certain Annual Reports filed with the Division of Oil, Gas, and Mining for each of those respective years.

11. Also, during this time period, several quotes for the sale of limestone from "Cherry Hill Park Quarry" were prepared and submitted to prospective buyers, and one of which, E.J. Stokes informed me of the name of one of the prospective buyers. This information from E.J. Stokes was received from him on October 21, 2000 via telephone and the name of this prospective buyer was Frehner Construction, Inc. from North Las Vegas, Nevada. After receiving this information from E.J. Stokes, I called and talked to representatives of Frehner Construction and obtained that information from them that would be needed to submit a quote. After receiving this information, I prepared and submitted to

Frehner Construction said quote on October 27,2000 (see copy attached to previous Affidavit of Daniel Lee Powell as exhibit "E").

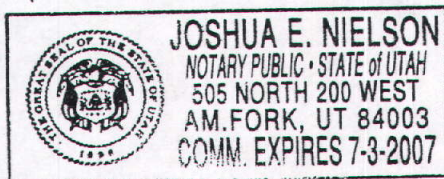
12. Subsequent to this quote in 2002, I prepared and submitted another quote to Granite Construction Co. of Salt Lake City, Utah. (see copy attached to previous Affidavit of Daniel Lee Powell as exhibit "F").

13. At all times from the date the gate was installed, by Lessee, Emery Industrial Resources (Plaintiffs) at the entrance of said Cherry Hill Quarry, Plaintiffs have always controlled access thru said gate, up to and including August 2004, after which Plaintiffs were shut out by Defendants E.J. Stokes and Larry Jensen.

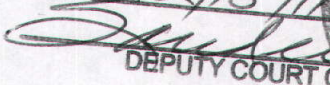
DATED this 18th day of May, 2007.

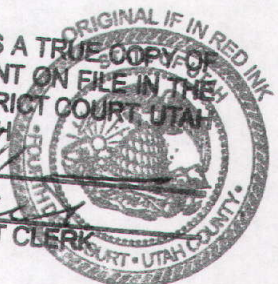

DANIEL LEE POWELL
Affiant

SUBSCRIBED AND SWORN TO before me this 18 day of May, 2007 by DANIEL LEE POWELL




NOTARY PUBLIC

I CERTIFY THAT THIS IS A TRUE COPY OF
AN ORIGINAL DOCUMENT ON FILE IN THE
FOURTH JUDICIAL DISTRICT COURT UTAH
COUNTY, STATE OF UTAH
DATE 02/15/11

DEPUTY COURT CLERK

A circular seal for the Fourth Judicial District Court, Utah County. The seal features the state seal of Utah in the center and the text: ORIGINAL IF IN RED INK, FOURTH JUDICIAL DISTRICT COURT UTAH, UTAH COUNTY, UTAH.

Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Registration Number: 1120264-0142

February 15, 2011

Business Name: EMERY INDUSTRIAL RESOURCES INCORPORATED

Registered Date: 22 DECEMBER 1992

CERTIFIED COPY OF ARTICLES OF INCORPORATION - DOMESTIC - PROFIT

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF INCORPORATION - DOMESTIC - PROFIT OF

EMERY INDUSTRIAL RESOURCES INCORPORATED

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

I hereby certify that the foregoing has been filed
and approved on the 22 day of March 1992
in the office of this Division and hereby issue
this Certificate thereof.

Examiner

S. Blackburn Date 12-22-92



Gary R. Fishman
Division Director

ARTICLES OF INCORPORATION
OF

EMERY INDUSTRIAL RESOURCES INCORPORATED

We, the undersigned natural persons all being of the
age of twenty-one (21) or more, acting as Incorporators
under the Utah Business Corporation Act, Section 16-10-1,
et seq. U. C. A., (as amended), adopt the following
Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation shall be EMERY INDUSTRIAL
RESOURCES INCORPORATED.

ARTICLE II
DURATION

The duration of this Corporation is perpetual.

ARTICLE III
PURPOSE AND POWERS

The purpose and powers of this Corporation are:

A. To carry on the business of the mining,
exploration, milling, concentrating, converting, smelting,
treating, preparing for market, manufacturing, buying,
selling, exchanging, and otherwise producing and dealing
in minerals, and in the products and by-products of every
kind and description of such ores and minerals.

B. To purchase or in any way acquire for investment
or for sale or otherwise, lands, contracts for the
purchase or sale of lands, buildings, improvements, and
any other real property of any kind or any interest
therein, and as the consideration for same to pay cash or
to issue the capital stock, debenture bonds, mortgage
bonds, or other obligations of the corporation, and to
sell, convey, lease, mortgage, deed of trust, turn to
account, or otherwise deal with all or any part of the
property of the corporation; to make and obtain loans upon
real estate, improved or unimproved, and upon personal
property, giving or taking evidences of indebtedness and
securing the payment thereof by mortgage, trust deed,
pledge or otherwise; and to enter into contracts to buy or
sell any property, real or personal; to buy and sell
mortgages, trust deeds, contracts, and evidences of
indebtedness; to purchase or otherwise acquire, for the
purpose of holding or disposing of the same, real or
personal property of every kind and description, including
the good will, stock, rights, and property of any person,
firm, association, or corporation, applying for the same
in cash, stock, or bonds, of this corporation; and to
draw, make, accept, endorse, discount, execute, and issue

RECEIVED

DEC 22 1992

promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

C. In furtherance of the foregoing purposes, to have and to exercise all the powers now or hereinafter conferred by the laws of the State of Utah upon Corporation is organized and any and all acts amendatory thereof and supplemental thereto, and in particular Section 16-10-4 U.C.A. (1953) as amended.

ARTICLE IV SHARES

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of no par value. The Corporation's Board of Directors shall have the authority consistent with law to establish series of stock, fix and determine the relative rights and preferences as between series, and determine the value of its shares and series.

ARTICLES V STATEMENT: ONE THOUSAND DOLLARS

The Corporation shall not commence business until consideration of the value of at least One Thousand (\$1,000.00) Dollars has been received for the issuance of shares.

ARTICLES VI AGENT AND OFFICE

The initial registered agent of the Corporation is Dan L. Powell who resides at 967 South 680 West, Payson, Utah 84651. The initial address of the corporate office shall be 220 West 400 South, Price, Utah 84501.

ARTICLE VII DIRECTORS

The number of Directors, including the initial Board of Directors of the Corporation shall be Two (2). The names and addresses of the persons who are to serve as such Directors until the first annual meeting of the shareholders or until successors are elected and qualified are:

DAN L. POWELL
Director

967 So. 680 W.
Payson, Utah 84651

GERALD B. POWELL
Director

P.O. 1311
Huntington, Utah 84528

ARTICLE VIII
OFFICERS

The names and addresses of the persons who are to serve as Officers until the first annual meeting of the Shareholders or until successors are elected and qualified are:

DAN L. POWELL President	967 So. 680 W. Payson, Utah 84651
GERALD B. POWELL Vice-President	P.O. Box 1311 Huntington, Utah 84528
KATHY POWELL Secretary-Treasurer	967 So. 680 W. Payson, Utah 84651

ARTICLE IX
INCORPORATORS

The name and address of each Incorporator is:

DAN L. POWELL	967 So. 680 W. Payson, Utah 84651
GERALD B. POWELL	P.O. Box 1311 Huntington, Utah 84528
KATHY POWELL	967 So. 680 W. Payson, Utah 84651

ARTICLE X
MISCELLANEOUS PROVISIONS

A. The private property of the Stockholders, Board of Directors, and Incorporators shall not be subject to the payment of the corporate debts in any amount or to any extent whatsoever.

B. The Board of Directors of this Corporation is empowered to adopt By-Laws for the conduct of the business of this Corporation, and to appoint such manager or managers, committee or committees, as it may deem necessary to act for said Board and the conduct of the business of the Corporation or any part or branch thereof.

C. The business of this Corporation may be transacted and carried on in any place in the world, and for that purpose, the Board of Directors shall have the power to designate and operate branch offices whenever and wherever it deems necessary and convenient.

D. The Board of Directors of the Corporation shall have the power, to sell or otherwise dispose of, or mortgage, any or all of the real or personal property of this Corporation, but only after obtaining consent of the Stockholders.

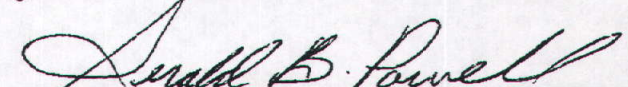
E. Two (2) members of the Board of Directors of this Corporation, either in person or represented by proxy, shall be necessary to form a quorum, and shall be authorized to transact the business and exercise the corporate powers of this Corporation.

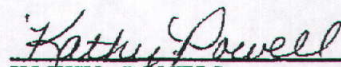
F. Shares in this Corporation may be transferred to other Stockholders in the Corporation, or to third persons, but any said sale or other transfer must first be approved in advance by the Board of Directors, and the Stockholders of this Corporation.

G. The first annual meeting of the Stockholders of this Corporation for the election of their Directors and for the transaction of such business as may lawfully become before said meeting shall be held on the third Saturday of April of each year at the hour of 1:00 O'Clock P.M., at the general office of the Corporation, 220 West 400 South, Price, Utah, unless the said date shall fall on a holiday, in which case such meeting shall be held at the same hour and place of the next succeeding Saturday which is not a holiday. Representation of a majority of the capital stock outstanding shall be necessary to hold said meeting at all Stockholders' meetings, either general or special. Representation by proxy, or by attorneys duly authorized in writing, shall be allowed at said meeting of the Stockholders, either general or special. Any meeting of the Stockholders may be adjourned from time to time by a majority vote of the stock represented at such meeting, whether it be the majority of the outstanding stock or not. No notice shall be required to hold the annual Stockholders' meetings, but all other meetings of the Stockholders, either general or special, shall be held only after notice being given in writing by the President, Vice-President, Secretary-Treasurer, or by any other Stockholder holding at least one-twentieth (1\20) of the outstanding capital stock, to each of the Stockholders shown on the books of this Corporation, said notice to be given at least Ten (10) days before the time appointed for the holding of such meeting. Mailing of any notices herein mentioned, addressed to the Stockholder at his last known place of address, shall be deemed due and legal notice. In case of special meetings, such notice shall, in general way, specify the nature of the business to be transacted at such meeting.

IN WITNESS WHEREOF, we, the undersigned Incorporators have hereunto set our hands this the 14th day of December, 1992.



DAN L. POWELL


GERALD B. POWELL

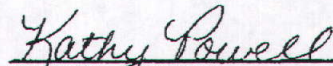

KATHY POWELL

VERIFICATION

DAN L. POWELL, GERALD B. POWELL, and KATHY POWELL, the Incorporators and signers of the foregoing Articles of Incorporation, being first duly sworn upon their oath, deposes and states that they have read the above and foregoing instrument and known and understand the contents thereof and the same is true as to their own knowledge, except as to those matters which are stated upon information and belief, and as to those matters, they believe the same to be true.


DAN L. POWELL


GERALD B. POWELL

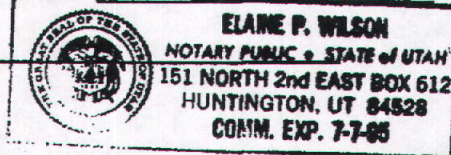

KATHY POWELL

STATE OF UTAH,)
County of Emery) ss.

On the 14th day of December, A.D. 1992,
personally appeared before me DAN L. POWELL, the signer of
the within instrument, who duly acknowledged to me that he
executed the same.

Elaine P. Wilson
Notary Public

My commission expires _____ Residing in _____

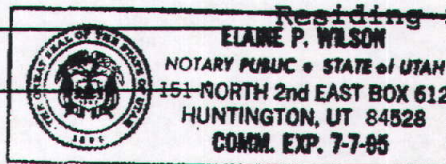


STATE OF UTAH,)
County of Emery) ss.

On the 14th day of December, A.D. 1992,
personally appeared before me GERALD B. POWELL, the signer
of the within instrument, who duly acknowledged to me that
he executed the same.

Elaine P. Wilson
Notary Public

My commission expires _____ Residing in _____



STATE OF UTAH)
County of _____) ss.

On the 17th day of December, A.D. 1992,
personally appeared before me KATHY POWELL the signer of
the within instrument, who duly acknowledged to me that he
executed the same.

Kenneth R. Orton
Notary Public

My commission expires October 29, 1995 Residing in Payson, UT 84651



ELIABE P. WATSON
MONTANA PUBLIC • STATE OF MONTANA
101 NORTH 2ND EAST BOX 812
BUTTE, MONTANA, UT 812
COMM. EXP. 7-3-68

ELIABE P. WATSON
MONTANA PUBLIC • STATE OF MONTANA
101 NORTH 2ND EAST BOX 812
BUTTE, MONTANA, UT 812
COMM. EXP. 7-3-68

MONTANA PUBLIC
KENNETH R. OTTON
PO Box 100
Butte, Montana 812
My Commission Expires 11-28-68
11-28-68

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

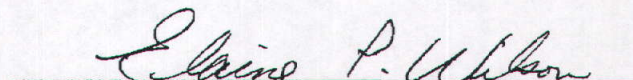
I, DAN L. POWELL do hereby accept the office of registered agent for Emery Industrial Resources Incorporated.

IN WITNESS WHEREOF, I, the undersigned have hereto set my hand this 14th day of December, 1992.


DAN L. POWELL

STATE OF UTAH)
County of Emery) ss.

On the 14th day of December, A.D., 1992, personally appeared before me DAN L. POWELL, the signer of the within instrument, who duly acknowledged to me that he executed the same.


Notary Public

My commission expires _____ Residing in _____

